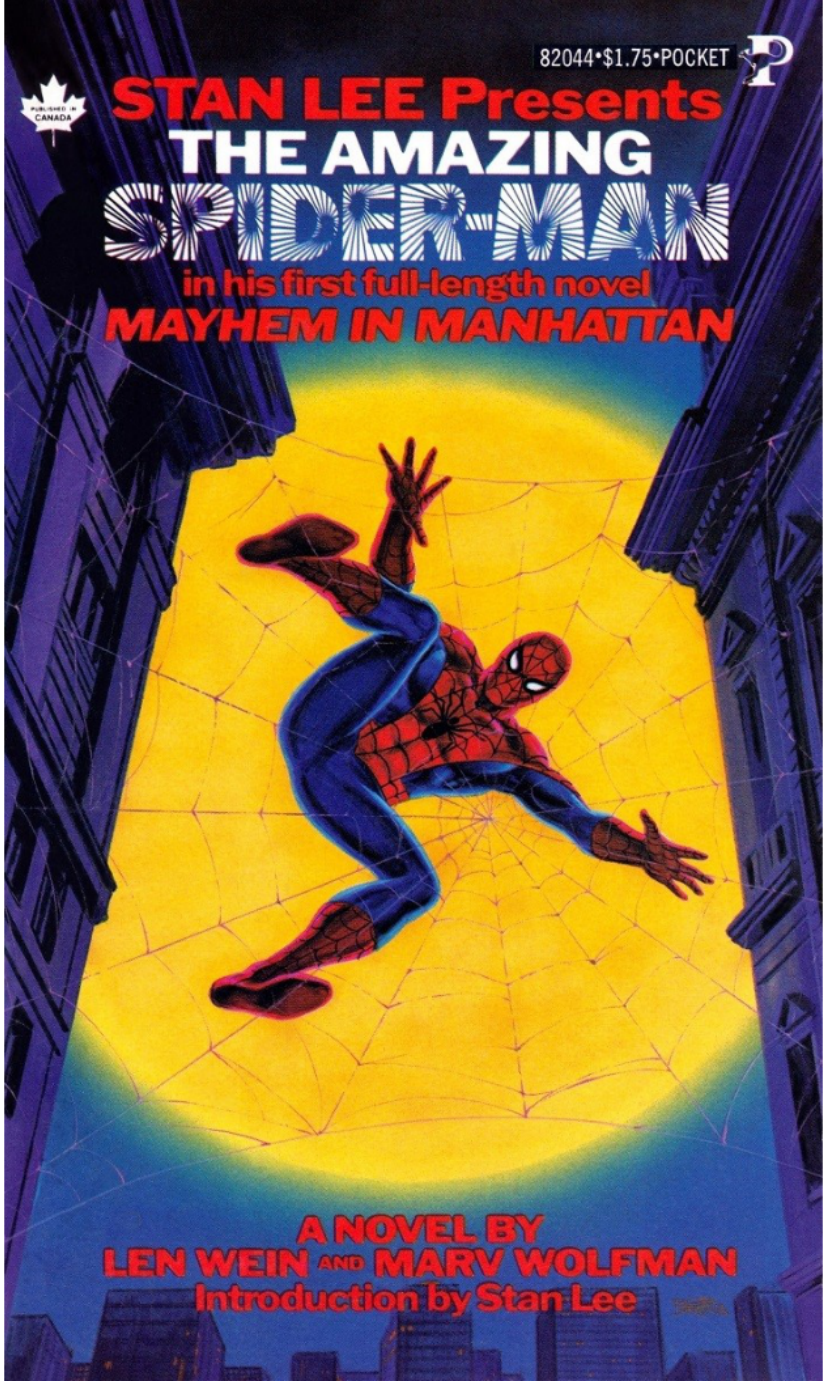
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STAN LEE Presents
THE AMAZING
SPIDER-MAN
in his first full-length novel
MAYHEM IN MANHATTAN
A NOVEL BY
LEN WEIN AND MARV WOLFMAN
Introduction by Stan Lee

THE AMAZING SPIDER-MAN

MAYHEM IN MANHATTAN

STUPENDOUS! Of course it's stupendous. It's ol' Spidey himself in his first—yes, first—full-length novel.

SINISTER! When a baddie drops out of a sky-high window (Did he jump—heh heh—or was he pushed?), *Daily Bugle* publisher J. Jonah Jameson wants Spider-Man to take the rap. Has the wall-crawler come to the end of his rope? Does his life hang by a slender thread?

GLOBAL! To swing clear of this one, he's got to snoop on an international oil conference. There's blackmail! Radioactivity! And a welcoming committee of death-dealing arch villains!

DIABOLICAL! Who's behind it all? Think hard, 'cause we're not telling. But it just might be that too much tendril looms large in Spidey's formidable future!

AN INSTANT COLLECTOR'S ITEM: SPIDEY'S FIRST FULL-LENGTH NOVEL!

It's Spider-Man !!!—
Ready to Battle
His Greatest Arch-Rival . . .

"You mean you still don't know who I am, Web-slinger? I'm astonished. You're more ignorant than I would ever have thought possible. Who else could have lured you into such an obvious trap? Who else could have conceived such a delicately woven tapestry of intrigue and counter-intrigue? Who else but *I?"*

A sudden, slight hum to Spider-Man's left, and the Web-slinger whirled as a steel panel slid up from out of sight to reveal a frighteningly familiar figure standing behind it.

"You," said Spider-Man. "I should have known."

MAYHEM IN MANHATTAN

by Len Wein
and Marv Wolfman

A KANGAROO BOOK
PUBLISHED BY POCKET BOOKS NEW YORK

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Printed in Canada

To my Father PHILIP,
for being there.

L.W.

and

To the memory of my Mother,
who believed.

M.W.

Introduction

It took a long time.

It was 1963 when Spider-Man first saw the light of day, as a feature in a comic book. Actually, I had dreamed up the character more as a private joke than anything else. He was to be my silent protest against the stultifying sameness of most of the other larger-than-life heroes so blithely cavorting through the pages of countless adventure magazines.

But then a funny thing happened.

Shortly after the web-spinner made his initial appearance, the press began to take note of him. In New York, the *Village Voice* was the first to headline him as an anti-hero while soberly analyzing his foibles and hangups. Then our ubiquitous wall-crawler suddenly found himself the darling of the nation's press. You could hardly open a newspaper without tripping over some thoughtful, penetrating, well-reasoned article devoted to the reasons for Spidey's burgeoning popularity and newly found status as America's newest college cult hero.

Though not the first of the many characters I'd introduced during the birth of *Marvel Comics* (having been preceded by the Fantastic Four and the Incredible Hulk), Spider-Man quickly became the best-known and best-selling of our colorful coterie of costumed derring-doers. He grew to symbolize our entire line of superheroes, and his round little face-mask design represents every Marvel publication to this very day.

But the magazines are only part of the story. Once our friendly neighborhood neurotic became a household word, his likeness started to appear on everything from T-shirts to vitamin pills. Spider-Man games, records, novelties, and jewelry can be found in almost every big city and small town, while his adventures on TV are now depicted in two separate series, both live-action and animated.

Recently, a reprint library of Spidey's magazine adventures began appearing, in chronological order, in pocket book form, from the same publisher who now brings you this latest quantum leap in our hero's ascent to a total takeover of the planet Earth's consciousness.

As I started to say, it took a long time. But we've finally reached this dizzying plateau. You now hold in your hand . . . the first Spider-Man novel!

Few people could be better qualified to author this landmark edition than Marv Wolfman and Len Wein. They have both served as editors

and written Spider-Man stories while in the Marvel bullpen. Both are thoroughly familiar with the superhero idiom and the so-called Marvel mystique. And perhaps most important of all, both are not only facile and imaginative, but they have that unique quality of drollery that is so vitally necessary for anything involving our hero; for a Spider-Man thriller without humor would be like a book of this type without the inevitable long-winded introduction by yours truly.

And now the time has come for less intro and more Spidey.

So let's lose ourselves in a new and different reading experience as we leave our own improbable universe to enter the real world—the fresh and fascinating world of the amazing Spider-Man!

Stan Lee,
New York, 1978

One

It had taken Allen Huddleston a lifetime to reach the top.

It was a lifetime that stretched from a lice-ridden, fifth-floor Bowery walk-up apartment to a plush duplex penthouse overlooking Central Park West; a lifetime bounded on one end by a bleary-eyed, rancid-breathed mother, and on the other end by an overweight wife, two incredibly obnoxious children, and a different, high-gloss feminine companion whenever he felt the need for one . . . which was often.

Of course, Allen Huddleston no longer felt the same seething animosity toward his mother that he once had. He realized now that, in many ways, his mother was responsible for all that he had become. Wasn't it she, after all, who had thrown him out of the house when he was twelve, telling him it was time he started supporting himself? If it were not for her parental concern, he might very well have become just another parasite leeching off society, in the proud Huddleston family tradition.

He'd started small, naturally; nothing more than stealing an occasional purse or rolling a convenient drunk, but Allen Huddleston was someone who knew how to seize an opportunity and make the most of it, a man with a true sense of destiny.

"Me, penny-ante? No way, man," Huddleston was fond of saying. "There's nothing special about being fifth-rate. If you're going to make it in this world, you've gotta know how to make it big."

He was fifteen when he joined Vincent Calabrese's mob—running numbers at first, then working as a wheelman on several still-unsolved felonies. He could have become top muscle if he'd wanted to, but

Allen Huddleston, as already noted, was ambitious; he wanted more. Much more.

He spent his spare hours earning his high school equivalency diploma, then going to college part-time after that Allen found he had a natural affinity for numbers, and when Vincent Calabrese finally decided it was time to go legit, Allen Huddleston was made one of his bookkeepers.

He was head bookkeeper within a year, chief comptroller within two, and at the end of ten years had achieved a strong enough power base, and had gained the support of enough of Calabrese's followers, to throw the old man out and assume control of the whole operation. Calabrese protested this, naturally, but a severed brake line and a sharp bend on a twisting country road put an end to the old man's angry threats—permanently.

Under Huddleston's talented hand, the company flourished. It was Allen who had single-handedly arranged the merger with the Roxxon Corporation just two years before the oil shortage caused Roxxon's stock to split twice in less than a month.

The merger left Huddleston an executive vice-president, one of seven. The other six were butt-licking sycophants, Harvard grads mostly, or the sons of other Roxxon alumni. All of them hovered around Madison Bell, Roxxon's senile old chairman of the board, like vultures circling a dying man in the desert.

Normally, it would have nauseated Allen Huddleston to have been counted among this company, but since his under-the-table business dealings had left him for all intents and purposes the uncrowned King of Roxxon, he considered the position little more than protective coloration.

In point of fact, Allen's covert operations had provided him with a rather sizable nest egg, tucked away in several Swiss banks—enough presumably to delay New York's ever-imminent economic default for several months, at the very least. Realistically speaking, Huddleston had all the money he could ever possibly need in this life. But he also had one most unfortunate flaw in his character; Allen Huddleston was insatiably greedy.

Thus, when the strange, stocky man with the soup-bowl haircut and the thick, dark glasses had approached him regarding the possibilities of merging his resources, with Huddleston's own, Allen had refused to diminish his already overstuffed coffers.

That was several months ago. Now, Allen Huddleston was going to have to pay the price of his folly.

God, he was tired. Huddleston glanced nervously at his watch, then

pressed its tiny button to illuminate the time in the ruby darkness of the dial. Ten thirty-three. Not enough time . . . not damned nearly enough time.

For the third time in less than an hour he checked to make certain the folded envelope was still tucked safely in his jacket pocket. Two hours and fifteen minutes. If he could just remain safe for that brief period of time his chauffeur Carlyle would arrive to drive him to Kennedy Airport, where an Air Caribe jetliner would be waiting to fly him to the Dominican Republic. From there it was only a speedboat trip to the small island Huddleston secretly owned off the Dominican coast.

Two hours and fifteen minutes, and he'd be home free. The longest two hours and fifteen minutes he would ever know.

The soft, velvet succor of his French Regency armchair soothed his aching muscles for a moment. Huddleston wasn't used to physical labor. He detested it, in fact—which is why he hadn't become a muscleman for Calabrese back when he'd had the chance. Sweat stained the back and sides of his carefully tailored suit. If only he could rest for a moment . . . but any rest he took now was liable to become a permanent one.

He glanced at his stained-oak apartment door, twice bolted, the heavy French secretaire propped before it. Filled, the damned chest must have weighed better than a ton, he was sure, but it still wasn't nearly enough. Huddleston had to be safe. He had to be certain.

Grudgingly, he levered himself from the armchair and plodded over to the Madame Récamier sofa standing across the well-appointed penthouse suite. Damn, he hated this stupid couch—too feminine, and now, far too heavy. The tips of his fingers pulsed with pain as he threw his weight against the sofa. He paused, looking down at the blisters, several of which had already burst open, rising on his aching hands. But there was nothing Allen could do about the irritating pain, not now.

He kicked the embroidered Chinese throw rug to the side, planted his feet once more against the polished wooden floor, and pushed the couch with every last iota of strength he could muster. It wasn't nearly enough.

Panic set in. Adrenalin was pumping through his bloodstream by the quart. Hysterically, Huddleston threw himself against the sofa once more, and was rewarded by a fingers-on-blackboard squeal as the heavy piece of furniture surrendered to his assault and slid noisily across the apartment floor, where Huddleston braced it against the already-waiting chest.

"What on earth is wrong with the confounded air-conditioning,"

Allen snarled, as he mopped his dripping face with a silk handkerchief, which rapidly became as soaked as he. Angrily, he squirmed out of his jacket and threw it over the writing table to his left. He wished now he'd never bought all this fancy furniture—his own tastes ran to the more modern—but Alice had been so violently against this decor when they'd first seen it that he'd bought it out of pure spite.

In fact, the entire apartment was decorated with the most expensive French antiques he could find, all because Alice despised French design. Of course, she was equally disdainful of the English Georgian period with its Chippendale, Hepplewhites, and Sheraton "monstrosities."

What Alice was truly fond of was plastic, and vinyl, and pseudo anything else. For all the money at her disposal, Alice had the taste of a soggy dishrag, which, come to think of it, was something she also rather resembled.

Not that Allen himself was exactly Robert Redford. Not more than five-foot-six, Huddleston was a short man shoving his way into a big man's world. Rapidly balding, he wore a carefully coiffured gray toupee. He was grossly overweight, and his clothing was hand-tailored in an attempt to hide all his unsightly bulges—it almost succeeded. And the lifts in his handcrafted Italian shoes were designed to . . .

Enough! Still panting, he ran to the patio doors, checking the security locks once again. All were bolted. He glanced out into the darkness, then fifty-six stories down to the street. Still a good hour and some change until Carlyle showed up. Why had he allowed the man to take Alice to the airport without him? He could have waited for his flight in front of a crowd of people, a good sight safer than . . .

But that was before he had received the phone call. No more than ten seconds—just a soft, strangely gentle voice, asking if he was home. It could have been a wrong number, but Huddleston knew that voice, and he knew what that phone call meant.

He had been so happy mere moments before, knowing his wife and screaming kids were leaving for two weeks with Alice's mother, knowing it would take only a phone call for Vanessa to be here beside him. She was an expensive woman, but worth every penny, a whole lot more loving than Alice had ever been.

Despite his fear, Huddleston allowed himself a momentary smile, almost wishing his dear, sweet wife were here beside him now to share whatever fate might be in store for him.

Huddleston opened his collar and, feeling the cool breeze on his neck, realized the air-conditioning was still going strong. It was only the sweat of fear that had dampened his clothing.

He checked his watch once more, and the sweat began anew. Time was running out. Carlyle would be late, Huddleston knew that now. Alice would hold him at the airport until she'd boarded her stupid jet. Then there would be the inevitable traffic snarl on the Van Wyck Expressway, and a tie-up or two on the Grand Central, or on the bridge, or just trying to get across Manhattan itself. No, Carlyle wouldn't be back—at least, not in time.

Huddleston was a quivering mass of gelatin now. Puffing his way from room to room, he searched desperately for anything else he might use to barricade the front door. In the bedroom, he found a marriage cassone he had purchased before Alice had allowed herself to go to pot, back when he had actually loved her somehow and wanted to marry her. He attempted to move it, but its weight overwhelmed him. Not a chance. He threw open the lid and frantically emptied its contents—Alice's wedding gown, white, though they had lived together for three years before her parents had forced the issue. God, Alice had been lovely once. Huddleston glanced at a recent photograph of her, resting on the mahogany dresser, and matched it against his memory of what she had been. Where on earth had his life gone so wrong?

He cursed beneath his breath and then, with an effort that would have astounded even a journeyman mover, Huddleston lifted the cassone from the floor, carried it into the living room, and added it to his makeshift barricade up against the door. Gasping, he stood back and surveyed his handiwork. There, blocking the door, were four massive pieces of furniture. Nothing on God's good earth could get through that, Huddleston decided, not even *him.*

At last Huddleston allowed himself a breather, staggering over to the bar and pouring himself three fingers of well-aged Scotch—straight.

"Here's to you, you inhuman monster," Huddleston shouted, toasting the blockaded door before him. "You had your chance at me—and you blew it."

"I would call that a rather premature assumption, Mr. Huddleston . . . wouldn't you?"

For an instant Huddleston froze, the blood draining out of his face. Then an unnatural calm settled over him as he put his drink back on the bar and turned to face his guest.

The man stood by the now-open balcony doors, the olive-green opera cloak he wore rippling in the breeze. He was stocky, powerfully built, with a soup-bowl haircut and hooded eyes that smoldered behind thick dark glasses. When he spoke, his voice was like the sound of muted thunder echoing through some distant canyon.

"If you're drinking, my friend, I'd prefer a brandy if you don't mind."

His drink in hand, the stocky man settled himself comfortably into a walnut armchair. A slight, bemused smile crossed his lips as he brushed a fringe of hair from his eyes and gestured toward the heavy obstacles piled against the door. "A most unusual furniture grouping, Mr. Huddleston, if you don't mind my saying so. It shows a good deal more imagination than I'd have expected from you, frankly. You simply must give me the name of your interior decorator."

Huddleston bit his lower lip as he replied, "Wh-what do you want from me?"

The intruder chuckled. "Want from you? Come now, Mr. Huddleston, you know the answer to that as well as I do."

"How did you get in here?" Huddleston demanded, his pulse quickening as he tightly clutched the brass railing of the bar.

A broadening of the enigmatic smile was his only reply. The stocky man rose from the armchair, casually crossed the room and then paused next to Huddleston at the bar, a powerful arm gently resting across Allen's trembling shoulders.

Huddleston felt very weak and very nauseous. His stomach was suddenly empty, and his head throbbed with pain. "What do you want from me? What? Answer me, mister—*answer* me!"

"Anxiety like that can lead to a heart attack, my friend. I'd learn to calm down if I were you. Try to relax. And you certainly shouldn't move such heavy furniture, not in *your* condition. Good God, man, the strain could kill you.

"Here, Mr. Huddleston. Let me give you a . . . hand setting everything right."

With that, the man turned toward the pile of furniture. Two powerful arms snaked out and grasped the massive cassone in a grip of steel. Effortlessly, he lifted the heavy chest from the floor and tossed it almost casually across the room. Huddleston's drink trembled on the bar when the cassone landed, and Huddleston trembled with it.

The stocky man chuckled silently, nodded at the astonished Huddleston, then wrapped a rippling arm around the sofa and moved it away from the door as easily as he'd moved the heavy chest. In moments, the doorway was cleared of the massive barricade it had taken Huddleston almost an hour to erect Allen wanted to faint.

"There," the visitor stated as Huddleston moved cautiously to the writing desk at his right. "That's much better. Now you'll be able to come and go as you please. Much more convenient, wouldn't you say? If you happened to be going anywhere. But you're not going anywhere

. . . are you, Mr. Huddleston?" It wasn't really a question, more a statement of fact."

"Listen, I'll sign those merger papers. I'll sign anything! I'll *do* anything! In God's name, what do you want from me? Just name it!"

"Oh, please, Mr. Huddleston, no histrionics. You don't really *want* me to answer that question and put an end to our pleasant little conversation now, do you?"

Huddleston felt a sudden wetness spread across the front of his pants. "Look, I . . . I'll do whatever you want of me. Anything! Just don't . . . *hurt* me."

He'd never pleaded like that with any man, never been forced to strip his soul bare in that way. But the intruder just smiled again—a most condescending smile.

"I am a businessman, Mr. Huddleston. If I allow you to go unpunished for your misdeeds, others I associate with might foolishly decide to follow in your footsteps. I gave you an opportunity to cooperate with me, Allen. You should have taken advantage of it.

"Of course, with you out of the picture, my plan can proceed as I originally conceived it. You see, Mr. Huddleston, unfortunately you are really little more than an insignificant cog in a monstrous machine. An operation that spans this very globe. And one that was well under way while you were still a minor bookkeeper for a filthy two-bit mobster."

The stocky man took another delicate sip of his brandy. "Please, don't be shocked, Mr. Huddleston. I've known all about you for quite a long time now—for fifteen years, to be precise—since I first devised my master plan. I knew you existed, knew you were slowly working your miserable little way up the corporate ladder. What I did not know was how high you would eventually rise. I made a mistake, Mr. Huddleston—which is quite unlike me—and now I intend to rectify it."

Sweating profusely, Huddleston backed away from his uninvited guest, toward his writing desk and its special hidden drawer. In one swift motion the drawer was flipped open, and a pistol suddenly appeared in Allen's hand. It was heavier than he remembered, but it would do the job—and that was all that counted.

The stocky man did not move, did not flinch, and that worried Allen for a moment—but only for a moment. In the next instant his finger tightened on the trigger. Three shots rang out in rapid succession, followed instantly by three unnerving whining sounds, as of metal splaying off metal.

Huddleston's jaw grew slack in stunned surprise, for his adversary still stood before him, casually turning to the bar and pouring himself another drink. "A useless display of bravado, my friend . . . and a costly one. I'm afraid one of your bullets has marred the surface of your secretaire."

A slight smile punctuated the comment. It drove Huddleston to madness.

Atop the writing desk there was an ornate golden letter opener, a Christmas gift from Alice two years before. Frantically, Allen fumbled for the gleaming blade as the stocky man turned back from the bar and sauntered casually toward him. The letter opener grew slippery in Allen's sweaty grip, and he clasped his other hand around the hilt, until the knuckles of his fingers turned white.

His eyes sparkled like those of a madman as he whirled from the desk, planting the makeshift weapon deep into the stocky man's chest, or rather, that was Huddleston's intention.

For instead of slicing savagely through flesh, the letter opener shattered as it came heavily down over the intruder's heart. Allen stared at the broken blade cradled in the palm of his hand, then stared once more at his uninvited house-guest.

"Damn" was all he had time to say before the stranger grabbed him about the neck in his steely grip, then steered him toward the open balcony doors.

They paused at the balcony railing, the stocky man gesturing grandly at the brightly lit Manhattan skyline. "A piece of this could have been yours, Mr. Huddleston, if only you hadn't been so selfish. You had money. You had power. You had everything a man could possibly hope for. All you had to do was share it for a time, and the world could have been yours as well.

"But now, all you'll have of this world is a six-foot plot of dirt."

And with that, the visitor hurled Huddleston from the balcony, then strolled back into the apartment and finished his drink.

It had taken Allen Huddleston a lifetime to reach the top. It took him less than eight seconds to reach the bottom again, screaming madly all the way down.

Two

Why me? Why am I always the one who gets the proverbial door slammed on his fingers? I didn't ask to be a martyr. I don't want to be a martyr. So why does all of life's garbage always have to be dumped on me?

These were the thoughts that tumbled through the weary mind of the youth called Spider-Man as he crouched on a rooftop at the corner of Eighty-second Street and Central Park West, pausing for a moment to catch his breath. The stale Manhattan air tasted bitter through the thick material of the mask that completely covered his face, and he sighed.

It had been a long night.

Holding his brightly clad arm up before him, he studied the jagged rip that extended from the forearm of his crimson glove to the thumb. He allowed himself a wry smile.

Swell. Just what I needed on top of everything else. Now I not only have to take a long, hot bath in Epsom salts to try to soothe the aches and pains from tonight's battle, but I also have to repair this blasted uniform.

Just when, in heaven's name, am I supposed to find the time to study for that chemistry exam tomorrow?

He glanced up morosely at the great gray blanket of clouds covering the sliver-thin crescent of moon, then expelled another weary breath. *You're out to get me again, aren't you? What have you got against me, anyway? I try to do the right thing, don't I? I mean, how many other*

people can you name who spend their spare time web-slinging all over New York, looking for crime and injustice to thwart? Anyone else my age, with half an ounce of brains, is in the last row of a theater somewhere, messing around with his girlfriend.

Spider-Man sadly shook his head. *There are some days when it just doesn't pay to get out of bed. For me, that averages about 365 days a year.*

Precariously perched on the rooftop's very edge, the Wall-crawler suddenly pressed the middle two fingers of each hand to a small button secreted on each palm. Twin strands of a unique chemical webbing shot out from tiny nozzles at his wrists with an odd "thwipping" sound. The webbing adhered securely to the ornate cornice of a taller building across the street, and Spider-Man leaped from his own roof, swinging wildly away into the streetlamp-lit darkness. Beneath his mask he smiled. He was web-slinging once again, and despite the pain of this past night's combat, it felt good to be taking to the sky once more.

As he approached the apex of each swing, he fired his almost-unbreakable webbing anew at another building further up the street, and thus continued his astonishing journey. With a practiced ease gained from years of experience, Spider-Man made his incredible feat seem almost simple.

As the Web-slinger turned the corner at Seventy-first Street, a blinding pain erupted in his shoulder. *Man, Wall-crawler, you really did it this time.* He grimaced. *How could you let yourself get so preoccupied with the leader of that gang of fur thieves that you let one of his mush-minded henchmen clobber you from behind? Your spider-sense was tingling like a cheap electric blanket. You should've listened to . . .*

A sudden unexpected pounding in his head, like the throbbing of a raw, exposed nerve, caught the youthful Web-slinger by surprise. No. *Not again. Spider-sense, don't you ever go to sleep?*

At the first telltale tingling, Spider-Man had swung toward the nearest building. Now he clung to the grime-encrusted wall, like the arachnid that had given him his name, and peered across toward Central Park.

Nothing. Yet his spider-sense had never failed him before. Always, in the past, it had warned him of impending danger, and it had frequently saved his life. But now the Wall-crawler saw nothing. Nothing?

Was he overtired? Had he been pushing himself too hard? He considered the possibilities, then noticed a faint shadow in the park across the street. It seemed to be crouched behind a tall Christmas spruce. *Bingo!*

His fingers and toes gripping the building even through the material

of his costume, Spider-Man crawled down toward the street, stooped in a seemingly awkward fashion, bent over like a . . . spider. Step by step, the Wall-crawler flowed like liquid down the building's side, slithering sixty stories to the sidewalk as easily as a normal man might cross the street. With a final leap, he landed on the yellow line behind a passing taxi, then bounded toward the park in three huge strides.

My spider-sense isn't tingling anymore, but I can still see the shadow. Maybe this isn't the . . . Spider-Man's thoughts ended abruptly as he landed beside what had been responsible for the shadow—the twisted, bloody pulp of what had once been a man.

Holy Hannah! What happened to this guy? He must've jumped or . . . Still crouched over the stomach-turning corpse, Spider-Man glanced up. *Jumped? From where? Falling from those trees wouldn't do something like this to a body. And there's no way for him to have landed here if he fell from one of those buildings across the street. Not even if he had a running start.*

Never a dull moment, is there, Spidey? Off one back-breaking case, and smack into another one. It's just what you needed, right? You've got that blasted test coming up tomorrow. You haven't sold a photo to joyboy J. Jonah Jameson in weeks, and you're spending all your time playing superhero. The Web-slinger shook his head once more, winced, and then reluctantly studied the bloodied corpse before him. Hard to tell who the man might have been, since the only way Spidey even knew he was a man was from the clothing that he wore. Maybe the police forensic people would be able to identify . . .

A twig snapped behind him and Spider-Man whirled toward the sound. Standing there was a man about twenty-eight years old, his arm around a woman with long blonde hair who wore a red halter top and tight blue jeans. Both were staring in slack-jawed shock at Spidey kneeling over the dead man.

They knew what had happened. Hadn't J. Jonah Jameson's *Daily Bugle,* after all, been warning New York that Spider-Man was a menace? And now he just sat there, like some ominous insect devouring his victim. Jameson was right. By God, he was right!

Spider-Man could read from their expressions what was written in their minds. He had seen that same expression smeared across innumerable faces in the years since that blasted radioactive spider had bitten shy science student Peter Parker—and altered his life forever.

Spider-Man was a freak, wasn't he? He wore a bizarre red-and-blue costume, with a frightening black spider-web pattern spread across it. His eyes seemed to be huge white orbs, though these were actually only one-way mirrors. No wonder he looked like a monster, crouched

on all fours as he was.

It didn't surprise him anymore—that some people considered him a thing of evil, that others, like J. Jonah Jameson, publisher of the *Daily Bugle,* offered rewards for Spider-Mans capture and any evidence that would put an end to his career. The Web-slinger had learned to live with the threats and innuendos over the years, but he hadn't learned to like them.

"Hey, don't run! I didn't do this! I found the man like this. I . . . Nuts."

They didn't believe me. And that means they'll report this to the police, who'll accuse me of murder. Spider-Man will be busy trying to save his skin again, when I should be free to protect this blasted city. Though, for the life of me, sometimes I don't know why I bother.

I mean, does anyone ever accuse Sherlock Holmes of murder, or Ellery Queen of purse-snatching, or James Bond of stealing candy from a baby? So why me? Is it this costume? Is it my breath? Why are people fearful of me? Why am I constantly hunted like a . . .

But Spider-Man had no time to complete his thought. The strange tingling sensation crashed against his head like a wave. His spider-sense, he'd called it—his own personal early warning system. And then he heard the wail of police sirens growing closer in the distance.

Swell.

The people who'd spotted him must've called the cops. He had to get out of there—while he still could.

Almost instinctively, the two middle fingers of each hand curled back to trigger his web-shooter, but the only response he received was a single, disheartening "fhisht."

Empty. He had forgotten to refill the thin cartridges of web-fluid attached to the web-shooters beneath his gloves. Of all times, not now. *Anybody ever tell you you live under your own personal black cloud, Webhead? Maybe that explains why your luck is always all wet.*

"Freeze, Wall-crawler," ordered the booming voice behind him. "Don't move, not a fraction of an inch, or we'll scatter you from here to New Jersey!"

Spider-Man stood stock still and cautiously tilted his head. As he expected, two policemen stood behind him, feet apart, both hands steadying their pistols—which were aimed directly at his heart.

"I know you're not going to believe it, fellas, but I had nothing to do with this. In fact, I just got here a minute or two before you did. Okay if I put my hands down now?" The cops didn't budge an inch.

"No, somehow I didn't think so."

The younger of the two officers seemed nervous, uncertain, and he

had good reason. This was his first late-night tour of duty since graduating from the Police Academy. He'd hoped it would be quiet, nothing more than settling a domestic squabble or two, or steering a happy drunk home. Then he'd be able to go home and tell Carrie how all those other guys exaggerated the danger, how working nights was really no different from working days, And things had gone so well for the first few hours—until this.

He knew. Spider-Man's reputation, knew how the Web-slinger was wanted for questioning in connection with several past murders. Then to find him like this, crouched over the very body of his latest victim! Hank Carver was nervous; he had every right to be, and his sweaty fingers tightened carefully about his wavering pistol.

Besides, just look at him. He wouldn't stand straight-arrow even with two Police Specials targeted in on that ugly spider-shape sewn into the center of his chest. He seemed almost off-balance, his legs spread on the ground, inhumanly far apart. His arms were held out low before him, his fingers bent in a most demonic fashion.

Was Spider-Man really human? Hank Carver didn't know, and he didn't really want to guess. Staring at that harsh, unholy face, almost everything else was forgotten, including his duty. He was scared, very scared, and he would never be sure whether he really *meant* to pull the trigger at that moment, or not.

Even as the gunshot shattered the silence, Spider-Man leaped, expecting the worst, then thanked his spider-sense for once more saving his life. The bullet whistled overhead when, an instant before, it would have pierced his heart. But an instant was all that he needed, and with two impossible leaps he reached the tall apartment building across the street from the park and began scaling its granite walls.

Hank Carver didn't know what to do next. He turned to his partner Willie Rand, his eyes damp and pleading. Rand grimaced; there would be hell to pay later, but right now they had to recapture that blasted bug! The question was: How? Should they shoot? Rand bit his lip. Not a chance. One stray bullet through an apartment window, and God only knew what would happen next. There was only one alternative.

The building the Wall-crawler was scaling was only ten stories high; the buildings on either side were taller. If Spider-Man wanted to escape, he'd have to move on to one of the other structures.

Carver and Rand split, each taking one of the flanking buildings. Remarkably, luck was with them both, and the elevators sat waiting in their respective lobbies. A minute later, and each of the men was on his roof, eyes narrowed and searching.

Rand's heart was pounding in his chest, but he was under control, totally capable of handling whatever might occur next. He knew that

Carver, on the other hand, was quietly coming apart at the seams. Just as he knew Carver would wash out when he came up for his six months' review, which was, in a way, a shame. Carver was a nice kid, after all, with a pretty little wife and a brand-new baby boy. He really needed this job. But, still, maybe it was better for Carver to be mustered out now, than for Rand to have to tell that pretty little wife someday how her husband had been shot down in the street. Yeah, all things considered, maybe it was really for the best.

Spider-Man, meanwhile, crouched in the shadows behind Rand. He watched as the policeman moved through the darkness to the opposite side of the roof. Then he took a deep breath as he reached into his belt and extracted several spare cartridges of web-fluid to refill the remarkable devices at his wrists. Rand turned, coming toward him now, and Spidey's pulse quickened.

Okay, Parker, easy now. Just slide those little cartridges into the web-shooters under your gloves. A moment longer, and that cop is bound to spot you. And even though you've been saying your prayers like a good little Web-slinger, God won't be able to help you. Not this time, good buddy.

The final web-cartridge clicked into place, and Rand whirled at the faint sound, only to find himself face-to-face with a red-and-blue-garbed demon. A cold sweat began to soak through his clothing, but William Rand was a professional cop, a man with twenty years of experience.

"Okay, Spider-Man—FREEZE! I don't want to shoot, but I will if I have to. For your own sake, please, don't move a muscle."

The reply was eerie; Spider-Man's deep voice was muffled by his mask, giving it an odd, unnatural quality that frightened Rand. "Don't worry, friend, I'm not at all inclined to suicide. I won't move an inch."

For a moment Rand relaxed, his gaze transfixed by those two huge, glaring white orbs that returned his stare coldly. He found he couldn't tear his glance away. Those eyes. Those two great evil eyes. And thus, he failed to notice as the center fingers of each hand curled surreptitiously in toward the palms.

The sudden "thwipping" sound shattered Rand's momentary trance, but it was already far too late. Twin strands of webbing from the Wall-crawler's wrists quickly covered Rand's eyes and mouth, then proceeded down his body, binding him from head to toe like a mummy from some old Universal thriller. His arms were pinned helplessly to his sides, and his revolver clattered onto the tar-papered roof.

Within moments, Rand found himself hanging from a tall airduct, swaying slightly in the breeze. He struggled like a madman, but couldn't begin to free himself. The webbing was almost as strong as

iron. Spider-Man peered at the helpless officer sadly, and his voice was almost a whisper as he spoke.

"Even though I know you won't believe me, I want you to know that I'm innocent. I had nothing to do with that poor man's death. Yeah, I know you've got your duty, and that as soon as my webbing dissolves, which'll be in about an hour by the way, you'll report this, and there'll be an all-points bulletin out for my capture.

"But while you're looking for me, I'll be looking for whoever is *really* responsible for that killing, and heaven help him if I find him before you do. I'm tired of being everybody's fall guy in this town, and it's time I put an end to it."

With that, Spider-Man whirled and fired his webbing at the jutting cornice of a building across the way, a fifty-six-story high-rise whose penthouse balcony looked out over Central Park West, and whose penthouse balcony doors still stood awkwardly open. But the Web-crawler did not notice this as he swung away across the city. After all, why should he?

Below, on the rooftop, Willie Rand struggled against the webbing that bound him. He was certain Carver would find him soon, still trussed up like some Thanksgiving turkey, and Rand wondered how the Captain would take it when Carver turned in his report and "Iron-butt" Berrigan found out that Rand had been captured by Spider-Man, rather than the other way around.

Silently, Rand decided he would have to forget Carver's little quick-triggered burst of enthusiasm earlier, as long as Carver agreed never to mention Rand's particular cause of embarrassment. Trussed up like a Thanksgiving *turkey.* Man, how appropriate.

Why me? The question echoed and re-echoed in Spider-Man's mind as he swung high over the city, heading for his Chelsea apartment and a hot Epsom salt bath.

Why me, Lord? Why me?

Three

"GUILTY," the judge cried, his pronouncement echoing and re-echoing from the courtroom's dark gray walls. "Yep, you're as guilty as sin." He cackled madly, peering down over his bench, his hawkish eyes piercing the gathering haze like icepicks. "And now, the time has come to pronounce sentence!" Spider-Man screamed in protest, lurching against the defendant's chair to which he was bound—but the thick metal bands that held him would not give way, and the Wall-crawler slumped back into his seat, defeated.

Desperately, the Web-slinger's eyes darted to the jury, but they stood, fingers jutting accusingly, as they voiced their verdict: "FREAK! MENACE! FIEND!" As one, they leaped from the jury box, lunging at him, their clawlike fingers ripping away at his crimson mask, exposing the tormented features of Peter Parker beneath.

From the public gallery came a sudden, piercing scream, and Parker turned in terror. "Aunt May! Sweet God—AUNT MAY!" Frantically he struggled to free himself as he stared at the frail, hunched, gray-haired old woman clutching feebly at her chest with gnarled, rheumatic fingers. Her breathing was heavy, terribly labored.

Painfully, the stricken woman cried out, her words punctuated by tearful sobs. "Peter . . . sweet, darling, gentle Peter . . . you can't be that vicious Spider-Man . . . you can't . . . you mustn't . . ." And, with that, May Parker crumpled to the floor.

Instantly the raging crowd around the grief-stricken Spider-Man parted, the restraining metal shackles vanished, and with one incredible stride the Web-slinger was at his aunt's side. Gently, he cradled the old woman in his arms, unable to speak as she sputtered

out her words. “Why, Peter . . . why? We loved you, your Uncle Ben and I. We took care of you after your parents died. But your indifference *killed* your Uncle Ben, Peter . . . and now, you’re killing me.”

Tears welled up in Parker’s eyes. He wanted to explain that he hadn’t killed his loving uncle; that he’d let the thief who would eventually murder Ben Parker escape because he hadn’t wanted to get involved; that he would do anything now to make up for his tragic mistake. But, no matter how hard he tried, Peter Parker could no longer speak.

Then, May Parker’s eyes closed . . . forever, and a solitary wail of despair shook the courtroom. In horror, Peter looked up, to see his aunt’s shimmering ghost floating toward him, her bony finger pointing at him accusingly, her mouth a cold, hard line. “FREAK! MENACE! FIEND!

“It serves you right,” shouted the judge from behind his immense bench, “Murdering a nice little old lady like that. I think the time has come for me to finally pronounce sentence.” Smiling maniacally, the judge raised his heavy gavel high above his head, and brought it down savagely on the bench top. “Spider-Man, this court sentences you to be hung by the neck until dead . . . dead . . . dead!” And with each angry word, his gavel pounded . . . pounded . . .

. . . Pounded, until the banging finally penetrated Peter Parker’s shroud of sleep. More than a little reluctantly, he opened his eyes. The reality of his cluttered apartment, at first blurred, swiftly sharpened into focus as the pounding persisted.

Thank God, he thought. *It was all a dream . . . only a dream.* He casually mopped his forehead with the sleeve of his pajama top, and he was not really all that surprised when the sleeve came away heavily stained with sweat.

Still bleary-eyed, Parker shook the cobwebs from his head, and his tousled brown hair settled back to its customary widow’s peak. Sliding clumsily into his slippers, he pulled on his bathrobe and stumbled to the door.

“All right already,” Parker mumbled at the relentless pounding as he fumbled open the locks. He found himself face-to-face with the normally effervescent Mary Jane Watson, her fist poised mere inches from his face, ready to strike the peeling door once more.

“Well, it’s about time,” Mary Jane snarled, her usually glowing showgirl face marred by a definite pout, her long red hair swirling about her. “I thought maybe you’d drowned in the bathtub or something.”

“I take it from this you’re not exactly in the best of moods, Mary

Jane. Anything I can do to help?"

"You bet your butt there is, buster," she replied, storming past Peter into the apartment. "You can start with an explanation. I mean, I don't want to presssure you, tiger, but do we or don't we have a—quote—understanding—unquote? To be honest, I don't really care that much one way or another, but I'd like to know for sure."

For a moment Peter stood mute, wondering if this was just another part of his nightmare. Then, deciding it was all too real, he slumped into a tattered armchair and sighed. "You mind running through that again, M.J.—maybe a little slower this time? My head feels like Mean Joe Green has been using it for a tackling dummy."

Her deep green eyes studying Parker carefully, Mary Jane crossed the room to where the giant stuffed bear and wooden cigar store Indian reposed against one wall of Peter's crazy-quilt apartment, a two-room catastrophe decorated in Early Salvation Army.

Then her pouting face brightened into a smile that could light up Times Square for a week. "Either you're a better liar than I ever gave you credit for, tiger—or you really don't know what I'm angry about."

"Give the lady a soggy cigar," Peter replied.

"Sorry, brown-eyes, but when I heard how you and this Cindy Sayers chick were supposed to be getting it on, I blew my stack."

"Sandy who? Pretty lady, would you mind very much telling me what time it is and what the devil is going on?"

"It's a little after ten-thirty, lover. And her name is Cindy, not Sandy. She's the hotshot new photographer that J. Jonah Jameson has supposedly teamed you up with."

Peter yawned, his next few words coming out in an almost-unintelligible drawl. ". . . known better, babe. I wouldn't listen to Jolly Jonah if he told me my pants were on fire. Was he the bright-eyed wonder who informed you about this Sandy and me?"

"It's Cindy, Peter . . . Cindy! The one with the .44 caliber figure? And it was Jonah's secretary, Glory Grant, who called me. She said Jameson was strutting around the office like an overfed vulture, introducing this incredible doll to everyone and telling them she was working with you. According to Glory, by the time this Cindy left the office, all the guys had to spend the next few minutes wiping the steam off their glasses."

Wearily, Peter shook his head again and stretched his arms awkwardly toward the ceiling. "You just give me a few minutes to shower and dress, Mary Jane, and I think the two of us will pay a little visit to New York's most ludicrous newspaper publisher.

"It's time the presumptuous J. Jonah Jameson and I had ourselves a

talk.”

Four

The elevator slid open on the forty-seventh floor of the *Daily Bugle* building, depositing a still-exhausted Peter Parker and an anxious Mary Jane Watson right into the thick of a hectic, noisy editorial office.

Copyboys scurried by, carrying trays of fresh copy to compositors on the building's lower floors. The closely spaced desks formed narrow aisles, through which harried secretaries darted, checking on calls to be made, errands to be run, and how many Danish to buy for the coffee break that would begin in a few minutes.

A table boy peered up from his envelope-stuffing and grinned at the approaching Peter. "Hey, how's it coming, brother Parker? Ain't seen you around here for days." His voice became a whisper. "And frankly, man, I don't blame you a bit. Jameson's really something, good buddy. I've never seen him this happy before. I mean, yesterday, he actually gave someone a raise. All of ten cents an hour, but still—

"I tell you, Pete, something is definitely up."

Peter grinned back at the black youth, who was only a year or two younger than himself. Randy Robertson was a good friend, and the son of the *Bugle's* city editor, Joe Robertson. He was working odd jobs around the office after school, learning the newspaper trade from the ground up.

"Maybe Jameson bit a dog on his way to work," Peter commented. "Heaven only knows what turns *him* on."

Randy shook his head. "Nah, I think it's this Spider-Man business. The police have an all-points bulletin out on him, you know . . . for

murder! Jonah plastered banner headlines all over the front page of this morning's edition, warning the world at large to be on the lookout for the Web-slinger. He's also begun a new series reprinting all his old editorials condemning Spidey—just to prove he was right all along."

Randy paused a moment, then shook his head in mock-seriousness. "The old buzzard is in seventh heaven, Pete, and I don't know how much longer the rest of us can stand it."

"All I want to know is whether or not he's in his office," Peter said. Randy nodded, and with Mary Jane firmly in tow, Parker moved on.

Through two sets of glass doors, past the editorial pool, the Xerox machines, the rows of steel filing cabinets, lies the mahogany-panelled office of J. Jonah Jameson, publisher and editor-in-chief of the *Daily Bugle,* New York's second-largest newspaper.

Jameson had begun his career much like Randy Robertson: running errands, learning the trade, doing minor copy-editing, rewriting, editing, reporting. During his days covering the City Hall beat, Jameson uncovered the now-famous payroll scandal. He investigated the case almost single-handedly for two long years, mostly on his own time, until he was able to prove beyond a doubt that nine major city officials had systematically embezzled over $24 million of the taxpayers' money. Jameson had been one of the city's earliest investigative reporters, long before that term became fashionable. There was no doubt about his credentials. The only area of doubt concerned Jameson's almost-psychotic hatred of the web-slinging Spider-Man.

From the moment the Wall-crawler first appeared Jameson had, for some still-unknown reason, made it his personal mission in life to prove to the public what a threat the mysterious Spider-Man really was. These unwarranted attacks, and constant harassment by Jameson, had long since created undying animosity between them.

Which is all the more ironic when one considers that Jolly Jonah's star free-lance photographer *is* Spider-Man, in his other identity as Peter Parker. Years before, Peter had decided that so long as Jameson was going to decry Spider-Man anyway, the Web-slinger might as well make some sort of profit on the deal. Thus, Parker had developed a special remote-controlled camera that would unerringly zero in on the spider-insignia stitched upon Spider-Man's chest, and that allowed Peter to earn an almost-comfortable living by selling high-quality photos of himself in action.

Gloria Grant, Jameson's vivacious black secretary, buzzed the publisher's office. "Yes, Miss Grant," responded Jameson, his voice humming over the intercom. "How can I be of service to you, my dear?"

“Peter Parker is here to see you, boss.”

“Well then, show the dear boy in, by all means. We can’t keep a loyal employee waiting now, can we?” Peter almost flinched at the syrupy tone of Jonah’s voice.

Gloria clicked off the intercom and turned to Peter, shaking her head wearily. “Lord, he’s been like this all day. And I can’t take much more of it. This morning he handed me one of his cheap cigars.

“I swear to you, Peter, if he keeps this up much longer, I’m going to quit.”

Peter laughed. “Just hang in there, Glory. It can’t continue. Jonah’s gonna give himself diabetes if he persists.”

Gloria smiled wistfully. “You’d better go on in, Pete. And if you catch him smiling, please try not to laugh.

“It’s not his fault he looks like a middle-aged shark.”

Peter and Mary Jane strolled into Jameson’s spacious office. Grinning grotesquely, Jonah rose from his reclining chair, then offered his guests a cigar. “And how’s my favorite photographer this fine day? We reprinted several of your best Spider-Man shots in this morning’s edition, Parker. And the way I’m feeling right now, we might even pay you for them again.”

Jameson peered out at the panorama of his city through the office window. “You don’t know what it’s like, my boy, to have your deepest beliefs publicly confirmed at last. It’s like—”

Peter cleared his throat. “Excuse me, Mr. Jameson—”

Jameson grinned. “Jonah, my boy, Jonah. Here, have a cigar. You’re welcome to one too, my dear.”

A stewardess’s plastic smile crossed Mary Jane’s face as she stifled the urge to tell Jameson where he could stick his ten-cent El Ropo Special. Peter mirrored Mary Jane’s smile, knowing full well what was going through her pretty head.

“Mr. Jameson . . . uh . . . Jonah? All I really want is to find out about this Sandy Sayers person you claim is working with me.”

“That’s Cindy, Peter, not Sandy,” Mary Jane said.

“Whichever. I still want to know what gives Jonah here the right to decide who works with me. The last I remember, I was still a freelancer.”

For a moment Jameson’s face hardened, the plastered smile falling away into a scowl. The saccharine twinkle in his eye grew dark, and, if you listened closely, you could almost hear his pulse quicken. Then, catching himself, Jameson’s façade returned. From pussycat, to panther, to pussycat, in less than a second.

“Cindy Sayers is my . . . ah . . . niece, Parker. She’s interested in

learning the newspaper business, particularly photojournalism, and I've decided she should learn from the best."

Jameson laid his arm, serpent-like, across Peter's shoulder. "And, naturally, my boy, the best there is is *you."*

Angrily, Parker slipped out from under Jameson's heavy grasp. "I'd like to say I appreciate the thought, Jonah, but I don't. I work alone, mister, and that's the way I like it.

"Nothing personal, Jonah, but I don't want to work with your niece. Hell, I don't even want to *meet* your niece. Your merely bandying her name about has already gotten me in Dutch with Mary Jane here. For which, by the way, I think you'd better apologize.

"Have I made myself clear?" Peter asked.

"As glass, my boy, but I still think you ought to reconsider. This is the sort of chance you don't get every day. In fact, Parker, this may be your *last* chance."

The sudden cutting edge to Jameson's voice momentarily startled even himself. "You kids these days take too much for granted. You think the whole blasted world owes you a living. Well, I had to work damned hard to become what I am today."

"You'd probably have been better off going on strike," Peter snapped back.

Jameson slapped his forehead in disgust. "What did I ever do to deserve this kind of treatment, you teenaged Don Rickies?"

"Do you really want a list?"

"All I want from you, Parker, is an answer. Will you work with my niece, or won't you? Do keep in mind that, if your answer is no, I'll see to it that you never work on another newspaper in this town for the rest of your misbegotten life. Work, hell—you'll never be able to buy another roll of film!"

Jameson whipped out a cigar, chomped off the end to prove some questionable point, and lit it slowly, awaiting an answer. Peter opened his mouth to speak even as the office door flew open. Joe Robertson strode urgently into the room.

"Jonah, I have to speak with you—" He glanced over at Mary Jane and the pensive Parker. "—alone." He smiled sheepishly at them both. "Nothing personal, Pete." Then he and Jameson moved to the far corner of the room, and Robbie's voice became a hushed whisper.

I've never seen Robbie so agitated. Wonder what's up? Peter strained to overhear them as Mary Jane slipped her hand into his.

"Guess I owe *you* an apology, tiger. You really don't know this Cindy Sayers. Though I shouldn't ever have worried. After all, how many gals can compete with ol' M.J.?" When Peter didn't smile, Mary

Jane frowned.

"Hey, brown-eyes, that was a joke. You're supposed to laugh, comprende?"

"Huh?" Parker shook his head apologetically. "Sorry, Mary Jane. Guess my mind was elsewhere." *Look at Jonah. He seems furious. Something big is going on, but what?*

Jameson stopped in mid-sentence and turned impatiently toward Parker. "You still here?"

"Not by choice, mister. I just want to get this Cindy Sayers mess cleaned up—now."

Abruptly, Jameson pushed his way past. Parker, Joe Robertson following closely behind. "Sorry, Parker, haven't got the time. Later, maybe. Or tomorrow. Or next year. In fact, don't call me, I'll call you.

"Robbie, c'mon!"

"Blast it, Jonah, that won't do! I want this Sayers chick off my back or—" Parker had followed Jameson out into the hall, and he now stood before the elevator with him. Unobtrusively, Parker slipped his hand into his pocket, his fingers dipping into a hidden lining from which he removed a small circular device.

The elevator door opened. As Robbie Robertson entered, Jonah turned to Parker, exasperated. "I told you, Parker, I don't have time to argue now. Cindy Sayers is working with you, and that's final."

"Before I'd let anyone, let alone her, dog my steps, Jonah, I swear to you I'd quit."

"It's your funeral, Parker. Send me a postcard from the unemployment line, okay?"

"Y-you'd really let me go?"

"In a second. Now, get lost, kid. I'm a busy man."

As Jameson stepped into the elevator, Peter reached out as if to grab his arm, but he snagged the side of Jonah's jacket instead. Jameson brushed it off as one would brush off a fly, and the elevator doors hushed shut behind him.

Parker smiled a slight, wry smile. Wherever Jameson was heading now, Peter would be able to follow him through the spider-tracer he had secreted in Jonah's pocket This was a small circular device that his unique spider-sense could home in on like radar. Though why he would want to follow the man who had just fired him so casually, he did not know.

Impatiently, Mary Jane took Peter by the arm. "Cmon, tiger, let's head over to the 'Coffee Bean'. You look like you could use a good stiff espresso. And considering your current state of unemployment, it's my treat."

Reluctantly, Peter shook his head, his thoughts more on the mysterious conversation between Robbie and Jameson than on his own predicament. He had to get away, had to find out what had rattled Jonah so. “I’d love to go, pretty lady, but I can’t. I—I think I’d just like to be alone for a while, try to sort things out. Let’s make it tomorrow, okay?”

Mary Jane pouted a moment before she answered. “Sure, tiger, whatever you say. I understand, really. I just feel so responsible for all this.

“If there’s anything I can do to make it up to you, and I mean *anything,* you just let me know, okay?”

Mary Jane smiled as seductively as she could, which was considerably. The smile was not wasted on Peter, who seriously considered abandoning his plans, if only for a moment.

“Call me. Okay, tiger?”

Peter grinned sheepishly, then turned and walked away, his spider-sense tingling like a broken alarm clock.

And some way, somehow, he was going to stop it.

Five

The grimy yellow cab squealed around the corner of Fifty-seventh and Park, heading west, and promptly found itself ensnarled in yet another of New York's legendary traffic jams. Ahead, on the right, a carelessly parked delivery van blocked two lanes. Over on the left, a Con Edison stanchion cluttered the fourth lane, leaving only a narrow passageway. Four impatient lanes of traffic had to merge slowly into one.

Within the cab, a furious J. Jonah Jameson crushed his cigar butt into an overstuffed ashtray, while Joe Robertson studied his hastily compiled notes.

"Okay, Jonah, here's how it shapes up: two hours ago, a meeting of this nation's eight top oil magnates was hastily called at the Emerson Building across town. The press releases indicate nothing more than 'routine economic discussions', but we don't believe that for an instant. Reporters are not usually barred from 'routine discussions' by heavily-armed gorillas like the ones they've stationed at all of the Emerson Building's entrances."

Jonah cleared his throat, plucked a new cigar from its silver holder, lit it up, then puffed impatiently until its tip glowed crimson. "Robbie, I don't like this. I don't like it one bit.

"I don't trust any situation where eight of the world's most powerful men gather together in secret, whether it's to discuss economic

considerations, the state of the union, or Farrah Fawcett-Majors' porcelain grin. This stinks of coverup, Robbie, and I want to know precisely *what* they're trying to keep covered."

"I've got one possibility, Jonah. There was a meeting of the various OPEC countries last month. No official statement was issued, but rumor has it there's going to be a major oil price increase over the next several months. A cost to the consumer of over fifteen cents a gallon. That's big news.

"Here, take a look at this report from our Iraqi correspondent."

Jameson scanned the report casually, then tossed it back to Robertson. "It's possible, Robbie, but I don't think that's what's behind all this. Call it a hunch, but something just *feels* wrong.

"A price increase would have been announced immediately, with the oil companies shifting the blame for it to the government like everyone else does. Rising prices are a public relations problem; it wouldn't involve the corporate heads. Besides, with Congress currently investigating conglomerate price fixings a meeting like this would stink of collusion."

Jameson shook his head. "No, whatever this meeting is about, it isn't about fifteen-cent price increases."

Pausing, Jonah glanced out the window and noticed the cab pulling past Fifth Avenue, heading straight for another traffic snarl. Jameson glanced at his watch and muttered impatiently under his breath. "Swell. We're really getting nowhere fast. Will you get a move on, driver? I'm in a hurry."

From the driver's seat came a silent shrug of shoulders and the sound of gnashing teeth.

As usual, Jameson was mad, but his anger cooled as he watched Joe Robertson reviewing a memorandum. He got along with Robbie, better than he got along with just about anyone else. Robbie refused to kowtow to Jameson. He spoke his own mind, had his own ideas, and would fight vigorously for what he believed. And, more importantly, he could accomplish his ends without throwing his weight around. Robbie was a gentleman, and Jameson liked that.

Joe Robertson was also the best damned city editor in the business, and he could have been the best damned executive editor as well, if he would only have accepted the job Jonah had offered him so often. But Robbie preferred the clutter and chaos and complete lack of romance afforded him by the city room. He wasn't interested in supervising fashion and food pages, or worrying about whether removing *Doonesbury* from Friday's paper would lead to rebellion in the streets. Joe Robertson was born in this city and, next to his family, it was what mattered to him most. Robbie was a good editor, a good

husband, and a good father. Simply put, Joe Robertson was a good man.

And J. Jonah Jameson knew it.

Robbie smiled as Jameson turned a withering glance back to the silent cabdriver. Joe knew what was going to happen next, and he might just as well try to enjoy it. J. Jonah Jameson was about to turn on the charm.

"You deaf or something, driver? I said, get a move on. And, mister, that means now! I'm paying good money for this miserable service, money I earned with the sweat of my brow and the skin off my back, and I expect to get something out of it. Do you hear me, mister?"

The cabbie coughed twice, blew his nose, then goosed the accelerator slightly, edging the taxi slowly forward and narrowly avoiding the bumper of the Volkswagen just ahead. A good fight was something Jameson enjoyed. But silence? In sheer frustration, Jonah turned to the smiling Robertson.

"In pity's name, Robertson, what have I done to deserve treatment like this? I employ hundreds of people, pay their salaries, make their petty little lives seem important. I've dined with presidents, counseled prime ministers. Why should I be subjected to such inhuman treatment by this . . . this overstuffed excuse for a human being?"

Archie Morehouse turned from the steering wheel, his cap pulled low over his tired brown eyes, an unlit cigarette dangling from his slack lower lip. "Listen, buddy, you don't like the way I drive, why don't you walk? You still remember how to walk, don't you? You know, putting one foot in front of the other and like that?"

"I—I don't have to sit here and listen to this," Jameson stammered.

"Nah, you could always stand. Now if you got any complaints, buddy, you take 'em to City Hall. Me, I got a job to do, and I don't gotta listen to you or anyone else while I do it." And even as Jameson started to bluster a reply, Morehouse slammed shut the glass partition separating passenger from driver, then purposely stalled out the cab.

The Emerson Building was a once-white tower standing proudly at the corner of Fifty-seventh Street and Tenth Avenue. A neatly trimmed garden surrounded the fountain that fronted its main entrance, but now that garden was being trampled by the throng of reporters anxiously pressing toward the large double doors. Directly inside those doors stood two massive private guards, who could have passed for quarterbacks, provided King Kong had organized their football team. It was into this impatient crowd that J. Jonah Jameson and Joe Robertson came striding.

“All right, out of the way. Come on, this is official business. Will you let us through, please?” Jameson elbowed his way through the parting crowd, Robbie following close behind and smiling apologetically to those who glared at him. In a moment, they had passed to the forefront of the tangle of various media reporters. By the giant doors, Jameson waited a moment for the guards to notice him. Then, as carefully and diplomatically as he could, he explained why he wanted to enter.

From the rooftop of a tall cooperative across the wide avenue, Spider-Man watched the frantic scene below with mild amusement. For several seconds, Jameson stood stock still; then suddenly his hands became active, pumping up and down with agitated fury, flailing about like the blades of a windmill. At last, in an obvious huff, Jameson spun on his heel and stalked away from the Emerson Building, his hand clamping his hat tightly to his head. Behind him came Joe Robertson, desperately trying to calm his boss down.

In moments Jameson was gone, but Spider-Man’s curiosity lingered and grew stronger. What was happening inside that building? Why were there all those reporters gathered around? And why were there guards posted at every entrance? Spider-Man didn’t have any answers. At least, not yet.

Crouched on the rooftop, he quickly calculated the distance to the Emerson Building’s roof. His fingers curled inward, triggering his web-shooters, and then a red-and-blue blur arced high over Tenth Avenue.

Fingers splayed, Spider-Man grasped the side of the building with instant adhesion. Pressing his feet against the concrete, the Wall-crawler flattened himself against the wall, craning his neck so that he could easily see the crowd below. *Any of you shutterbugs look straight up right now, and you’d probably have the story of the day. Think of the headlines: SPIDER-MAN INVADES SECRET MEETING. If that wouldn’t boost circulation, nothing would.*

But, fortunately, no reporter noticed the Web-slinger carefully scrambling up the building’s exterior to the roof, and then to a large airduct. *I’ll have to forget the stairs. They’re bound to be guarded by more of those armed Cro-Magnons. I’ll go in through this airduct. I only hope I don’t have to sneeze. The echo in one of these tubes can get me into terminally big trouble.*

With incredible grace and precision, Spider-Man slithered down through the airduct, pausing for a moment at each passing floor to determine if there were any more guards, or any sign of the meeting Jameson wanted so desperately to crash. There were signs of neither.

Not until the fifty-fourth floor of the seventy-six-story structure did the Wall-crawler suddenly hear the shuffle of heavy feet echoing along

a corridor. Cautiously, Spider-Man peered through the steel-mesh grating that separated the duct from the corridor. He saw two burly, green-garbed men armed with automatic pistols coming his way. Behind them, a third heavyset guard held a silver-plated Magnum in his hand, glancing at it from time to time to make certain it was still there. He, Spider-Man knew, was a man who loved his gun.

At the end of the corridor stood two thick mahogany doors, tightly shut. The biggest guard of all stood motionless before them. In the center of the hall, elevator doors suddenly hushed open, and a frail, elderly man in a wheelchair, his chest and legs covered by an afghan, was wheeled toward the closed double doors by a tall chauffeur. The guards parted, and the silent giant standing by the double doors opened them to allow the old man to enter. "They're ready to begin now, Mr. Bell," he said. Bell said nothing.

Somehow, Spider-Man realized, he had to make his way past those guards and into that room. He also knew that no direct route was possible. To simply burst out of the airduct and into the hallway would be suicide. Spider-Man was stronger and faster than any ordinary man, but a properly-placed bullet would still kill him just like anyone else.

Silently, he backtracked through the airduct to a tributary tunnel he had noticed less than fifty feet away. *This has got to be the way. Every room has an airvent, and I'm betting this tunnel leads to the vent in that room.*

Two hundred feet down the tunnel it branched off in two directions. *Swell. Now I have to pick one. And with my luck, one tunnel will lead to the bowels of Newark, while the other will take me to a garret somewhere in the south of France. Sure wish I had a coin to flip.* And with that, he made his choice.

The first tunnel led to an empty office where, it seemed, the building's maintenance staff held private parties. Cookie crumbs and torn plastic wrap littered the floor, while a whiskey bottle was stuffed carelessly into a wastebasket. Spider-Man doubled back.

The second tunnel branched off into two more tunnels, but this time, remarkably, the Web-slinger made the right decision first time out. He soon found himself looking through a vent into a large conference room, where eight decidedly different men sat around a huge polished oaken desk. Set into one wall of the immense room was a large viewscreen such as one might find in a small theater.

Cripes, what have you gotten yourself into this time, Webhead? Judging by the way those eight men are squirming in their seats, they're not exactly pleased to be here. And if that's the case, then why—? Before the Web-slinger could complete his thought, the room grew dark. With an

electronic whisper, the viewscreen grew bright, and a strangely blurred image appeared on it. It seemed to be the image of a man, but the focus remained distorted, insuring the speaker's anonymity. With the viewscreen's light the room took on an eerie glow, washing bizarre shadows across the uneasy features of those gathered here.

John Daniels, president of Argon Oil, glanced at the others seated around him. *All of them foppish fools,* he thought, *sitting here like grade school children, obediently waiting for the one who's called them here to speak. Well, John Daniels waits for no man.*

"We've been sitting here for ten blasted minutes, mister. Are you going to talk, or aren't you? Either way, I haven't got much more time to waste."

Andrew Cobb stretched leisurely, then yawned. "Easy, my friend. Just take it a mite easier. You'll live longer, know what I mean? I figger our mysterious host'll tell us what this here get-together is all about when he has a mind to, not before." Cobb smiled as he scratched his head, wishing all the while he was back in Oklahoma. "Do wish he would get on with it, though. I don't care much for these here big cities. Kinda prefer more open spaces. Thafs why Conch Oil started right in my own backyard, and that's why it's gonna stay there."

James J. Knotts, president of Agate Petroleum, suddenly clenched his fist in anger. "Will both of you just please shut up? I didn't come here to listen to you blabbering. Somebody is blackmailing all of us, and I, for one, want to know why." Knotts, a scrawny, balding man, snorted, then fell silent, but his fingers kept drumming nervously on the tabletop before him.

Abruptly, the image on the viewscreen shifted, and an eerie, electronically distorted voice began a most deliberate dissertation.

Behind the airvent, Spider-Man listened, his curiosity growing with every word. Blackmail? *How could anyone blackmail America's eight largest oil companies? Think I'll stick around and try to find out. Besides, I might be able to take a few photos I can sell to Jameson's competition. And wouldn't that freak him out? Big-time publisher gets turned back at the door, but pure-hearted Parker manages to get inside the most secret meeting of them all—for a different newspaper.* Behind his mask, Spider-Man chuckled softly to himself.

"Welcome," the electronically-altered voice began. "I am pleased you could all come. I trust those reports I sent you were sufficiently convincing?"

John Daniels erupted from his high-backed chair. "Don't play games with us, you . . . you . . . whatever you are. You don't honestly believe you can blackmail us, do you? It's unheard of. We won't stand for it!"

The voice droned on, ignoring Daniels' outburst. "You eight are the presidents of this nation's most powerful oil companies. From left to right: you, William Griffith, control Travel Oil, Incorporated: assets of nineteen billion dollars." Griffith sat stoically, unimpressed. His company records were open to public inspection; any interested party could have learned the gross income. At Griffith's side, stacked neatly on the long table, was a three-inch pile of notes. Griffith was waiting to unleash them on the mysterious voice that had called him three weeks previously with a bizarre, unbelievable proposition that Griffith had, naturally, turned down.

"To Mr. Griffith's right is Philip Carmel, president of General Petroleum. When I spoke with you, Mr. Carmel, you seemed anxious to cooperate. I sincerely hope you have not changed your mind now." Carmel glanced nervously at the other seven men, forced a sheepish grin, then turned his attention once more to the pencil he strummed against his knee. *Please,* he thought fearfully, *go on to the next one. Just leave me alone.*

"Next we have Mr. James Knotts, who controls Agate Petroleum. You were quite upset when I spoke to you, Mr. Knotts. I hope that your blood pressure has returned to normal by now." Knotts looked up and glowered at the viewscreen for a moment, then returned his gaze to the tabletop.

"Abraham Grey, when I spoke to you last week, you said you were uncertain as to how your many stockholders would receive my proposition. To that, I'd like to offer a suggestion if I might. Since I intend to control your Canadian Petroleum Corporation for less than a year, your stockholders need know nothing of our little arrangement, if you so desire. I certainly don't wish to make your life more difficult than necessary." Grey squirmed uncomfortably in his seat.

"Andrew Cobb, you rejected my proposition, and yet you came to hear me out anyway. Quite interesting." Cobb smiled as he rose lazily from the soft-cushioned chair.

"Ain't really all that interesting, friend. The way I see it, you got us all by the short hairs. Least I can do is listen a bit. Pappy always said it's only polite to hear a man out—especially when he's got himself a gun pointed at your head." Cobb eased himself back into his seat, smiling at John Daniels, who glowered at him scornfully. There was too great a difference in their personal styles for him and Cobb to agree on anything, and now was certainly not the time to start.

"John Daniels, you discussed my proposition with your executive vice-president, despite my admonitions to remain completely silent on this matter. I am, you will learn, a man of my word, Mr. Daniels. You will be attending Vernon Johnson's funeral next Thursday."

Furiously, Daniels shot up from his chair, a signal for the towering, grim-faced guard at the door to move threateningly toward him. Realizing his danger, Daniels choked back his next words. Swallowing his pride with his speech, he slumped back into his seat, in tears. It had been a long time since he had last cried in public.

"Madison Bell, you are chairman of the board of Roxxon, the first company to receive my little calls. I am honored that a man in your delicate physical condition saw fit to attend our meeting personally." Bell squinted as he looked up from his wheelchair toward the viewscreen. He tapped the hearing aid in his right ear, then cocked his head questioningly. "Enough with the introductions, mister. We all know who *we* are. Now who the hell are *you?"*

"That is something you will learn soon enough, Mr. Bell, Last, but certainly not least, we have Mr. Arthur Norman, president of Metco Oil. Please sit up straight, Mr. Norman. I promise you, you will soon feel right at home." Arthur Norman, a rather nondescript gentleman, sat heavily back in his chair, his gray suit and gray tie blending almost perfectly with his decor. He adjusted his glasses clumsily, coughed a small, nervous cough, then waited for the mysterious voice to continue.

"Gentlemen, by now all of your research scientists will have proven my initial claims to be absolutely true. Through a process known only to myself, your current supplies of oil have been dangerously irradiated with nuclear wastes. They are useless to you, and they will remain useless for a period of not more than one year.

"By all rights, this effectively puts you out of business. For, once the government learns of your unfortunate predicament, you will be unable to prevent extensive research into various alternative energy sources less expensive than your own. At the moment, your lobbies in Washington have effected a virtual stranglehold on most other research, but, the law of supply and demand being what it is, this will not long continue to be the case.

"Unless, of course, gentlemen, you buy your oil from me."

The eight men listened incredulously, but only James J. Knotts found voice enough to speak. "What the hell are you talking about? If our oil is contaminated, where on this earth could you possibly find sufficient other sources to supply the needs of all of us?"

The emotionless voice droned on. "That, gentlemen, is my concern. Your concern is whether or not you will pay the rather exorbitant fees I intend to charge you for the use of my precious oil supplies."

"And what if we decide not to pay?" Griffith asked.

"That, of course, is your decision, but you might consider it a simple matter of economics. You can either pay me what I ask for the next

twelve months and accept your temporary losses, or you can defy me and be bankrupt at year's end.

"It's only a year, gentlemen, twelve short months. After which, your resources will no longer be contaminated and you can resume your own oil production. Now is that too much to ask?"

With that, Spider-Man turned and slithered back up the airduct. The oil situation was interesting, but it did not really concern him. Peter Parker, after all, didn't even own a car. So who really cared what happened to the coffers of an industry that was probably ripping off the public to some degree anyway? Turnabout is fair play, right?

Silently, the Wall-crawler made his way through the first passage, then moved down the second tunnel to the vertical shaft. From here, he had only to head directly up to the roof once more, then out into the street—and he was home free.

Spider-Man paused for a moment to check the mini-camera in his belt. Three shots. Not much, but they were all he could risk without possibly giving away his hiding place. He put the camera away, then cautiously began his ascent to the roof.

In moments, the iron grating covering the air-shaft opening was before him. With deceptive ease, he slipped the grating out of place and stepped carefully from the duct to the roof.

At which point, his spider-sense began to hammer at his head like a pile-driver gone berserk.

Spider-Man whirled to find three armed guards moving quickly across the rooftop toward him, weapons already in hand.

An instant later, a bullet whizzed by the Web-slinger's head, and Spider-Man dove back into the airduct. He was well aware that the guards in the building would be notified of his presence within moments. He was trapped and there were seventy-six stories between himself and safety.

Beneath his mask, Peter Parker took a long, anxious breath. For a moment he savored it, but then he scurried on, knowing full well that it might be the last breath he'd ever take.

Six

During the one-point-three-second interval between gunshots, three separate thoughts raced through Spider-Man's mind. First, naturally: escape. Whatever was happening here, it had no real bearing on the Wall-crawler's personal life. Let the government worry about this impending oil crisis. That was what they were paid for. Second: escape *safely*. It would be extremely difficult for Peter Parker to explain any gunshot wounds . . . assuming, of course, he survived them. And having his head blown off in the course of the escape would accomplish nothing. Third: hunger. Hunger? Yep, the Web-slinger suddenly realized he hadn't yet eaten anything today, and it was way past two in the afternoon. Heckuva thing, having to fight on an empty stomach.

Desperately, Spider-Man scurried through the airduct as his spider-sense began to tingle once more. Behind him, a precariously balanced guard held a pistol in both hands, firing haphazardly.

Instantly, Spider-Man flattened himself against the airduct's ceiling, a bullet striking the ceiling less than three inches from his head, then splaying off a corner of the metal duct several feet away. The echo of the gunshots was deafening, but still Spidey pressed on.

The first turnoff was to the left. Should he take it? No, it was likely they'd be waiting there. He'd better go on. As he passed the vent he'd rejected as an exit, his spider-sense tingled threateningly. He'd been right: they were there, guns drawn and waiting. Well, let them keep waiting, preferably forever. *Got to get home. Have to call Aunt May. If she hasn't heard from me by three in the afternoon, that dear, sweet, old lady worries her heart out.* Spider-Man winced, recalling the minor

heart attacks his aunt had already suffered.

Lord, what have I gotten myself into? If I'm killed, I'll have killed Aunt May as well. Ever since Uncle Ben died, she's devoted her whole life to me, worrying about me when I'm sick, caring for me when I'm well. How could I think of risking her life along with mine? Am I out of my mind? I haven't got the right!

By now, the Web-slinger had reached the forty-fifth floor, and his spider-sense told him the corridor was empty. He decided to make his exit here. Except for the paint job, the corridors resembled those on every other floor. The Emerson Building was another of New York City's monuments to modern banality, a mechanically constructed office building. Each floor lacked a personality of its own, being crammed instead with modern plastic furniture, creating modern plastic office workers. Boredom, after all, breeds boredom.

But to Spider-Man, the decor was perfect: an entire floor decorated in Early Uninhabited. Just an empty hallway painted in a dingy battleship gray, gold-plated plaques upon the doors like garish miniature billboards. *New York Steel. Walters, Gregory, and Stone, Accountants. J. Harold Sadetsky, Designs.* Company after company, and not one the Wall-crawler had ever heard of.

At the hallway's end, a red, flashing *exit* sign pointed the way to freedom, and Spider-Man raced for it confidently.

Once again, his remarkable sixth sense began to tingle.

Spider-Man whirled, as the elevator behind him chimed. A moment later, the elevator door slid open, expelling several guards. *Oboy. Here we go again.*

By the time the first shot rang out, the Wall-crawler was already ricocheting from wall to wall, until a final flip propelled him to the ceiling. With spiderlike tenacity, his feet clung to the ceilingboard, and he began to race away from his pursuers, upside down.

To Frank Zakro, the scurrying figure seemed a dark demon with blazing eyes. His orders were to shoot if necessary, but in six years as a private security officer, he had never been forced to draw his gun, let alone use it Fear squeezed his throat as his finger squeezed the trigger, but the bullet merely sponged off a lighting fixture several feet away from the Wall-crawler, who weaved across the ceiling in zigzag fashion, heading for the waiting staircase.

Moments before he reached it, the stairwell door flew open, and several more armed guards spilled into the corridor, dropping to one knee as they opened fire at the wildly weaving Web-slinger.

In mid-stride, Spider-Man changed direction, diving over the heads of two startled guards, away from the stairwell and toward the nearby elevator. Even as he landed, the net of uniformed men tightened

around him. Cautiously, Spidey studied the grim, determined faces of the men pressing towards him. Most were professionals, a few were anxious amateurs, but all of them were nervous. None of them would hesitate to fire if need be.

Without pausing, Spider-Man triggered his web-shooters, spraying the men who surrounded him with a net that was uniquely his own. Desperately, the security men struggled to free themselves, most of them losing their weapons in the process.

"I hate to web and run, fellas, but I'm afraid you've left me no choice. This may not be much, but it's the only skin I've got.

"You just try to be kind to one another, okay?"

With that, Spider-Man turned to the elevator doors themselves, forcing his grotesquely-gloved fingers into the slight crack between them. Muscles straining almost to the popping point, the Web-slinger pried the heavy metal doors slowly but certainly apart, until they hung twisted in their well-greased grooves.

For one final moment, Spider-Man turned to check on the web-snarled security men, only to find himself bowled over by two who had managed to free themselves.

Instantly, the Web-slinger's foot lashed out, smashing one of the guards squarely into the other and stunning both of them. But, by now, several of the other guards were free as well.

Whirling on the ball of his foot, Spider-Man, virtually in mid-leap, caught the shirtfronts of two of the astonished guards. With one quick motion, the Wall-crawler had hurled them into the opposite wall, where they crumbled in an awkward heap. Beneath his mask, Peter Parker was sweating furiously.

Now, he no longer waited for the guards to make the first move. His powerful legs propelled him into the desperate cluster of men, his steel-hard fists flailing about him, until only three of the guards remained standing between Spider-Man and the open elevator shaft.

"No chance of you just letting me past without any hassle, is there?"

The response was nervous silence.

"No, somehow I didn't expect so. Too bad, really, 'cause this is gonna hurt me almost as it does you, guys!"

And, teeth clenched, Spider-Man hurled himself through the thick of them, then plunged headlong down the waiting empty shaft.

Frank Zakro fumbled for one of the guns that had fallen to the floor, then stumbled over to the open elevator shaft. The blue-and-red-clad figure was nowhere to be seen. Zakro breathed a long, heartfelt sigh of relief. *Thank God. Now I . . . I don't have to be responsible for . . . for . . .*

Frantically, Frank Zakro scrambled toward the nearest bathroom,

and was quietly sick to his stomach.

Clinging to the wall of the elevator shaft several stories below, Spider-Man's only thought was: *there must be easier ways to earn a living.*

With expert precision, the powerful figure leaped from the wall, wrapping his arms and legs around the elevator cable. Then, swiftly, Spider-Man began to lower himself toward the street. For several stories, his passage went deceptively smoothly, then the cable suddenly lurched, and the entire shaft echoed with a loud, mechanical whirr. On its way up, speeding right at him, was the elevator car itself.

Looks like you've finally bought the farm, Web-slinger. This time you let everybody down. Your friends. Yourself. Aunt May . . . At the thought of the effect his death would have on his frail and sickly aunt, the youth suddenly found himself filled with new resolve. Peter Parker had to live—if for no other reason than to give up being Spider-Man, permanently. What the hell was it all really worth in the end, anyway? He was hounded, hated, and hungry. What few friends he had as Peter Parker all thought he was . . . to put it mildly, strange at the very least. He had no real life, no real love. No, Spider-Man was a disease he no longer had to live with, and once he cleared the Web-slinger's name he would hang up his mask forever.

Beneath him, the elevator continued to rise, an unstoppable dreadnought. It would claim its victim within seconds, unless . . .

The elevator doors on the twenty-seventh floor loomed before him. Holding his breath, Spider-Man hurled himself from the cables, grasping the emergency door handles and forcing them open. He tumbled out into the corridor on the twenty-seventh floor just as the elevator car sped past.

Another second, Parker . . . just one more second, and it would have been the Big Casino. Spider-Man kissed the linoleum flooring as he sucked in great lungfuls of breath. Then, his spider-sense tingling, he looked up—to find himself facing the entire secretarial pool of Arnold, Knopf, and Winter green, Inc.

In mute amazement, the girls stood staring at the blue-and-crimson creature sprawled on their brand-new orange carpet. A few of the braver ones started to move toward him, but Spider-Man staggered to his feet and the frightened women backed off.

Lord, more people frightened of me. When I designed this costume, I wanted it to inspire fear in the hearts of your average, everyday evildoer, not the man in the street. It seems like absolutely everybody hates Spider-Man. Well, not for much longer.

"Please, don't be frightened. I promise I won't hurt you." Spider-

Man's voice was weak; he was still short of breath. But the women gave him a wide berth as he staggered toward the water cooler. He lifted the bottom of his mask, exposing his lips, and drank a paper cup of the cool, refreshing liquid. *Man, I needed that.*

One of the stenos, standing to the rear of the still-staring crowd, gasped audibly. She'd expected a cruel man, an evil man, but his chin . . . it was soft, rounded . . . almost boyish. What manner of monster was this Spider-Man?

The Web-Slinger's breath returned even as he returned the steno pool's stare. He hadn't exactly made any friends here, but these days, that was to be expected. He was just thankful to be leaving with his hide intact.

At that moment, naturally, his spider-sense went wild once more. In a glass-partitioned room behind the steno pool, he spotted a man shouting frantically into a telephone. *Cripes! He's calling for help. The guards are gonna come running.*

Actually, the first guard came up behind Spidey almost before the Wall-crawler was ready, his spider-sense warning him just a fraction of a second too late. The guard's massive fist sent Spider-Man sprawling back over a desk, scattering papers everywhere.

Coming up over the other side of the desk, Spider-Man rolled right into the fist of a second guard with a brass-knuckle punch. The Wall-crawler sank to his knees, his head reeling as the burly security man smashed a wooden chair across his back.

Shaking the cobwebs from his head, Spider-Man overturned the desk before him, knocking his assailants off-balance, then vaulted over two other desks nearby. Triggering his web-shooters, Spider-Man fired a thick strand of webbing across the room to snare a three-wheeled desk chair, and with a savage yank, he sent it spinning across the floor to slam into the larger guard's stomach.

By now, the second security man had his gun drawn. He was struggling to get a clear shot at the Web-slinger without risking injury to any of the terrified women who still filled the room. Spider-Man sensed this, and turned to face his would-be assassin.

"You pull that trigger, sport, and we'll both be sorry. Just think of all the forms you'll have to fill out in triplicate if you kill me. Be honest. Am I really worth all that bother?

"Tell you what. You go your way, and I'll go mine."

On which note, Spider-Man whirled and hurled himself headlong out a nearby window.

Twisting violently in mid-air, the Web-slinger made contact with the Emerson Building's exterior, thus halting his groundward plunge.

Pressed flat against the building's wall, he seemed to be sliding down the smooth concrete in a single liquid motion, though, in fact, he was moving comparatively slowly and deliberately.

Glancing upwards, he saw the two guards he had been battling aiming down at him from the window he had just shattered, their fingers beginning to tighten on their triggers. *Crumbs, they're still after me. And pressed against the wall this way, I'm a sitting duck. Got to get out of their line of fire—which means I have to go back inside.*

And even as the first bullets ricocheted from the spot the Wall-crawler had occupied mere moments before, Spider-Man had smashed in a window on the building's eighth floor. He found himself in a locked storeroom. Here, at least, he could rest for a few seconds, and gather his rapidly waning strength.

The doors on the eighth floor elevator slid open, and a half-dozen other guards arrived via the stairs. All of them had their guns drawn and ready. "Check out all the offices. Spider-Man's got to be here somewhere." The security men split up, knowing a quick call could bring them all running should the need arise.

Hie first office was locked, but a passkey swiftly let them in. There was no one there. They moved on, a second and third office proving equally empty. In the fourth office, they found only an office boy who was attempting to remove a large box from a high shelf in the storeroom.

"You seen anybody lately, kid? A creep in a red-and-blue costume?" the gruff voice demanded. The young man looked down from his ladder, a little uncertain, a little bit frightened by the revolver the security guard waved in his hand.

"No, sir . . . no one. I haven't seen a soul."

The guard grunted a reply, slammed the door shut behind him, and moved on down the hall.

For a moment, the office boy listened at the door. Then he breathed a sigh of relief and stepped forth from the closet. Hands in pockets, he headed for the elevator, whistling a tuneless tune.

And moments later, still whistling, Peter Parker stepped out into the street.

Seven

"Awright, move it, will ya? You got yer photos, kid. Give a few of them other guys a chance."

Through the viewfinder of his camera, Peter Parker focused on the red-blotched face of the policeman standing impatiently before him. Then he snapped one more photo of the ruined room. "You're sure this apartment belonged to the man they found squashed in Central Park, officer?"

"Nah. The guy just busted up the place like this 'cause he needed the exercise." Patrolman First Class Michael Winston snapped the wad of gum he was chewing, then went on. "You got the official press release just like everyone else, didn't ya, kid?"

"Yes, but . . ."

"No 'buts'. You know as much about this mess as we do then. Now why don't you get moving, okay? I ain't got all day to waste on you guys."

"Would you mind if I took a few more shots of the bedroom before I go?" Parker asked.

"Just so's you do it fast, kid." And, with that, Parker hurried off, his Nikon humming.

The master bedroom was glorious, nearly twice as large as Peter's entire Chelsea apartment. Atop a wide mahogany dresser stood a framed photograph of a plump, cheerful-looking woman. A discolored area of the wall-to-wall carpeting revealed where the marriage cassone, which now lay shattered in the living room, had once stood. The rest of the room was equally well-appointed, a tribute to the

woman in the photo, no doubt the wife of the late Allen Huddleston.

Silently, Peter pulled open a drawer in the nearby armoire and ruffled through a stack of starched white shirts, none of which could have cost less than fifty dollars. The second drawer contained neady folded underwear, but it was the bottom drawer that sparked Parker's curiosity. It seemed several inches shorter than the others, and a gentle inspection by supersensitive fingers soon revealed why.

The rear of the drawer contained a hidden compartment, which Parker's spider-strength easily opened. For several moments, Peter rifled through the sheaf of papers he found inside—until a wide, black shadow suddenly fell across them.

Parker looked up to find Patrolman First Class Michael Winston filling the bedroom doorway.

"Hey, I thought I told ya not to touch anything in here, kid. If yer looking for trouble, you're doing a mighty good job of finding it."

A sheepish grin spread across Parker's face. "Sorry. Guess I got a little bit carried away."

"They'll carry you away in a stretcher, sonny, unless you get outta here, and now!"

Parker got.

The last dying rays of the sun shone through the spaces between the jutting skyscrapers, turning the Manhattan skyline into a magnificent mosaic of light and color. Crouched on a high rooftop, Spider-Man could take in most of the fabulous view in a single sweep. No matter how much crime continued to plague it, no matter how hopelessly filthy it became, no matter how close to the edge of bankruptcy it teetered, there was no place like New York. It was truly the Big Apple, a blending of every possible ethnic background, every possible industry, and every possible cultural event.

Los Angeles might appear to be cleaner, its wide streets more comfortable to walk, but it lacked the gut-level kind of realism that was unique to New York. Phoenix had cleaner air, a better climate; San Francisco was certainly lovelier, with its pastel houses and rolling hills. But the concrete canyons of New York City still beat them all hands down.

Where you might merely exist in any other city, you survived in New York. You had to fight for your place in this teeming metropolis of eight million. And in the fighting, you became part of the city, and the city became part of you.

Eventually, you and New York became inseparable. Oh, you might curse the city for its endless economic disasters; you might even think

you hated its dirty, grimy streets, but the worse it got, the more you'd know you could never leave it. New York was like the black sheep of the family—you loved it no matter what it did to you, and you always worked to make it a better place . . . a happier place.

New York City was a challenge, and challenges are the thing that mankind seems to thrive on.

None of these subtleties were lost on the high-flying Spider-Man as he spun his endless web, and swung high over Manhattan toward the offices of Allen Huddleston.

Before long, the Roxxon Building loomed into view, and Spider-Man landed feather-light on its rooftop. Breaking and entering was not exactly his stock-in-trade, but this time he had no choice. Random notes in Huddleston's private papers pointed to a problem that demanded further investigation, an investigation that might ultimately reveal who was really behind the murder Spider-Man stood accused of.

The reception area was crowded with tall plants and striking lithograph prints, all highlighted by subtle ceiling lights that bathed the area in a calming sea-green. Plush leather couches lined two of the walls; a leather armchair was flanked by two magazine tables along the third; the secretary's long white desk stretched to the left of the door.

Spider-Man took all this in with a glance, then tested the door that led inside. It was, not surprisingly, locked. There was no keyhole in the door for the Wall-crawler to pick, but atop the secretary's desk he noticed a small white button that could unlock the door electronically. The only problem was to reach the button without letting go of the door itself.

Blast, thought the Wall-crawler, *so near and yet so far. And so blamed stupid on top of it. There's only one way around this mess, and it had better work.*

Fingering his web-shooter, Spider-Man fired a thin strand of webbing at the white button, pressing it ever so slightly. The insectlike buzzing that followed smothered the click of the door as it opened. Then with a single yank, the Wall-crawler pulled his webbing free. The office became silent once again as Spider-Man stepped into the inner room.

It was a large, glass-lined affair, with windows overlooking Central Park. It was an impressive sight, one not lost on Spider-Man as his penetrating gaze picked out the wall-safe behind the Picasso that adorned one wall.

Removing his gloves, he peeled up his mask, uncovering one ear. He would need all his incredible senses working unencumbered to

accomplish his next task.

Carefully, quietly, with a skill that would have made the finest professional safecracker jealous, Spider-Man picked the wall-safe's lock and swung the door wide open.

Within the safe, Spider-Man found several highly complicated contracts, a date book, and two small casette tapes, both dated the previous week. On Huddleston's desk sat a Sony tape player, which accepted the casettes easily. The Web-slinger pressed the playback button, then sat back in Huddleston's soft leather armchair and crossed his feet on the desk. He might as well be comfortable while he listened.

Static crackled through the room, then the tiny sound of a telephone-muffled voice grew clear. "Mister Huddleston, have you considered my offer?" The voice was quiet, yet strangely forceful. Though it was obviously electronically altered, there was something about it Spider-Man recognized, a certain cadence to the words that struck a familiar chord.

Huddleston's voice responded to the man's question. "Yes, I've considered it, and there simply isn't enough in it for me. My answer is no."

There was a soft chuckle at the other end of the line. "You are making an unfortunate mistake, my friend. My scheme will continue with you, or without you. My men are all firmly situated at the other major oil companies. Ted Williams, head of the Research department at Argon, is my man, as is Daniel Shagan over at General, and others I need not mention. My men are everywhere, Huddleston. I'd like to number you among them."

Huddleston's voice became agitated, his breathing heavy. "Look, I haven't got time to argue with you. There would be too much risk involved for too little compensation. I'm my own man, and I intend to stay that way. I am simply not interested."

The other voice paused before answering. "I take it then you will not reconsider? That is unfortunate, Mr. Huddleston, most unfortunate indeed. I am afraid you will be hearing from me again, Mr. Huddleston. Good day."

And with that, the line went dead.

Spider-Man sat up and pressed the rewind button. His fingers drummed against the desktop as he thought, *Can't place who that voice belongs to, but it's definitely the same voice I overheard at that oil meeting earlier today. Which means that whoever is tied up with this oil crisis is also responsible for my problem.*

Something tells me I've just become an involved consumer.

The bell in Saint Patrick's Cathedral chimed two in the morning as a bleary-eyed Spider-Man swung high over Fifth Avenue. Traffic was surprisingly heavy for the late hour, and a small traffic tie-up slowed the cars moving south along Broadway. Up on Forty-third Street, Nathan's was closing for the night, garbage bags stacked outside for early morning pickup.

It was time to go home, time to catch some sleep, time to forget the previous night's problems and make plans for the coming tomorrow. But for Spider-Man, the night was far from over. The tape in Huddleston's office had mentioned two names. And before the weary Wall-crawler could call it a night, he had a couple of visits to make.

On Thirty-eighth Street, a tatter-clad man lying in the doorway of a now-closed restaurant opened his rheumy eyes just long enough to see a blue-and-crimson figure swing high overhead, then disappear from view. The man grunted twice, muttered to himself, then rolled over and went back to sleep.

His sleep was no longer a peaceful one.

Eight

Daniel Shagan's penthouse apartment was dark, save for a single yellow bug light flickering on the long balcony which overlooked Fifth Avenue. Softly, Spider-Man landed on the balcony before the cut-glass French doors that opened onto the living room. The doors were locked for the night, but that was no problem for a man with the proportionate strength of a spider.

Silently, the Web-slinger crossed the wide living room, stepping carefully around the modern Danish furniture, then making his way along a carpeted hallway to the bedroom. The door there was slightly ajar, and Spidey peeked through the narrow crevice to find Shagan lying in bed, his arm sprawled casually across the sleeping form of his wife Frieda.

Cautiously, Spider-Man pushed the door open, waiting for the telltale squeak which would betray his presence. The squeak never came. Beneath his mask, Peter Parker exhaled softly. One problem down; one more to go.

Spider-Man's fingers curled toward his web-shooters, then froze as Shagan turned lazily in his sleep, his back now to his still-slumbering wife. *I don't believe it,* thought the Wall-crawler. *For once, it looks like Lady Luck is with me.*

Then, almost grinning, he triggered his web-shooters, spraying a tight gag across the sleeping Shagan's mouth, stifling a growing snore.

Instantly Shagan was awake, sitting bolt upright in bed, his eyes wide with horror at the sight of the gaudily-garbed apparition before him. Desperately his hands streaked toward his mouth, only to be bound together at the wrists by a sudden shot of webbing. Shagan attempted to scream, a rather futile gesture for a man who could barely breathe.

Then, almost effortlessly, Spider-Man slung his helpless captive over his shoulder and strode out of the room, leaving Shagan's wife still snoring softly behind them. A few moments later, and they were out on the balcony, where Spider-Man tore free the web-gag with a single jerking motion, as if tearing off a Band-aid.

Shagan was obviously angry, but still his voice was uncommonly soft and understated. He was obviously a man who disliked drawing attention to himself. "Why have you come here?" Shagan asked. "What do you want from me? I've heard of you, Spider-Man, and you won't murder me the way you killed Allen Huddleston." His eyes were narrow slits as he spoke, his blond hair blowing casually in the late night breeze.

"I didn't kill Huddleston, bright-eyes, and I won't hurt you. At least, not if you cooperate with me. I want you to tell me who your boss is. Not the clown at General. Your *real* boss!" Spider-Man's voice made the chill breeze seem almost warm.

If Shagan was surprised by the Web-slinger's question, his steel-gray eyes did not betray any emotion. His face remained passive, taut. He was a thin man with an almost skull-like face, the skin drawn tightly about it. Spider-Man sensed he would not be an easy nut to crack.

Shagan responded with a distressing calm, his voice controlled, his mouth turned up in a mocking grin. "Something tells me you're not exactly in the best of all possible positions to be asking questions, *Mister* Spider-Man. You're a wanted murderer, after all, hunted by the police. And, so help me, if you're not off this balcony in fifteen seconds, I'm going to start screaming so loud that every cop in the tri-state area will be breaking down the door. Fifteen seconds, Web-slinger. One . . . two . . . three . . . four . . ."

Spider-Man's brow furrowed in astonishment. Here he was, investigating a murder, confronting a man who was almost certainly working for that murderer, a man who was definitely connected to the insane oil manipulations going on, and that man threatens to turn *Spider-Man* in to the police? Incredible!

Spider-Man is supposed to be the hero, right? He isn't supposed to be hunted by the law. He shouldn't have to run from every two-bit punk he comes up against. But Shagan's smile just grew wider. ". . . Nine . . . ten . . . if I were you, I'd get moving, Wall-crawler. You only

have five seconds left. Eleven . . . twelve . . .”

The Web-slinger vaulted to the balcony railing, turning his baleful gaze on the smirking Shagan. “You win this round, joy-boy, but I’ll be back. And next time, I’ll get what I came for—in spades!”

“Sure you will, sucker, and the Easter Bunny brings fireworks on Christmas.” But this time, there was the faintest trace of fear in Shagan’s voice.

“I’ll be back,” Spider-Man repeated. Then he was gone.

A harsh chill skittered up Shagan’s spine as he stepped back into the warmth of his apartment, locking the French doors behind him. He leaned back against the doors, clenched his teeth to stop their chattering, and looked up to find a red-eyed Frieda standing across the room, drawing her bathrobe tightly around her.

“Daniel, is—is something wrong? I thought I heard shouting out here.”

Shagan smiled weakly and moved across the carpet to pull his wife to him, pecking her softly on the cheek. His voice was calm now, almost cloyingly sweet. He was, after all, a devoted husband. “It was nothing, honey, nothing at all. Just thought I heard somebody prowling around on the patio. Believe me, it was nothing . . . and it won’t be back again tonight. It won’t bother us again.”

His hand around Frieda’s slightly fleshy waist, Daniel Shagan drew her back into the bedroom and locked the door behind them.

Stretching from the upper tip of Manhattan to the lower East Side, the Franklin Delano Roosevelt Drive becomes an overpass at various points along its winding route. Dangling upside down from the Thirty-sixth Street overpass, Spider-Man sighed. Things were lousy and looking worse. It would be almost laughable if it weren’t so terribly grim.

Let’s hear it for the conquering hero, folks. I help little old ladies across the street, then they bash me with their umbrellas. I nab dangerous criminals for the police, then get ticketed for jaywalking. Yeah, that’s what I like so much about this business: all those little fringe benefits.

Spider-Man tried to stretch away the tensions, then looked around him. To one side lay the East River, a smelly, scum-infested sumphole that constantly clogged his sinuses. To the other side lay crumbling, rat-infested tenements. *Definitely not a scene to cheer a despairing soul much, is it?*

Spiderlike, the costumed figure slid down his webbing to the ground, then leaped across the street toward one of the stronger-looking firetraps lining First Avenue. Clinging to the brick, he scurried

up the building's side to the roof, where he squatted down next to a particularly ugly stone gargoyle with half its nose shorn away. He patted it gently on the head.

"You're looking about as good as I feel right now, handsome," he observed as he started off across the river toward Queens.

Peter thought again of his loving and fragile Aunt May, who had raised him since the death of his parents so many years before. In fact, Aunt May and Uncle Ben were the only real parents he had ever known, and now only she was left.

He could picture the delicate old woman in the small apartment she shared with Anna May Watson, Mary Jane's own aunt. May Parker had devoted her life to Peter, doting over him, protecting him against ills real and imagined. Gravely, Spider-Man wondered what her reaction would be if she ever learned that her sweet, spineless nephew was also the incredible Spider-Man. The thought made him wince.

May Parker's heart was terribly weak; she had suffered several major attacks in the past three years alone. He doubted she could survive another. And the shock of discovering Spider-Man's greatest secret would certainly kill her.

The Web-slinger stood up, his shoulders hunched, his head low. *I can't allow anything to happen to Aunt May,* he thought. *She must never learn the truth. And if that means I must put an end to Spider-Man, then I'll do it—and gladly. Once I've cleared the Wall-crawler's name, I'm going to hang up this stupid mask permanently!*

Ted Williams slept the sleep of the dead, which was, in this case, somehow appropriate. It took a cold, harsh voice several attempts to finally rouse him from his slumber. The eyes Williams opened were puffy, almost as puffy as the rest of his porcine body. He shook his head from side to side to clear away the cobwebs, and his sleep-blurred vision came slowly into focus.

Williams reached out but suddenly found his fingers stuck to something. It felt like a rope that had been dipped into some sort of glue. Then Williams made the mistake of looking down—to find himself suspended in the center of a monstrous spider's web that spanned the distance between his apartment building and the skyscraper next door. He was twenty-six stories from the street.

"Edward Anthony Williams, the time has come for us to talk." The voice was deep, menacing. Williams peered desperately into the darkness and saw only two strangely inhuman eyes glaring back at him. Only the eyes, and nothing more.

"Who do you work for, Williams?" The voice was not questioning—it was demanding.

Perspiration flowed across Williams' forehead; his faded cotton pajamas offered little protection from the late night chill. "You heard me, Williams. You would be wise to answer me—before my webbing dissolves and sends you plunging to your doom." Williams began to tremble.

"Wh-who are you? Where are you? I can't see anything but—"

The chilling voice cut him off in mid-sentence. "I ask the questions here, Williams, and I demand answers. Who do you work for?"

"Argon Oil! I work for Argon Oil. Please, what else do you want from me?" Williams was shaking visibly now, his doughy mouth contorted in fear.

"You work for someone other than Argon, Williams, someone who threatens to destroy the entire oil industry. I will know his name, Williams, before you know mine."

Williams' lower lip trembled, more from fright than from the cold. "I don't know his real name, I swear to you. He calls himself the Master Planner. Please—that's all I can tell you."

"You're lying, Williams, and I will not tolerate that."

Beside Williams' head a strand of the webbing suddenly dissolved, and Williams' oppressive weight made the rest of the web lurch violently. Only the web's remarkable adhesive prevented him from falling. The fat man wheezed in terror, then struggled to catch his breath.

"I wasn't lying to you, I swear it. I get a call sometimes, ordering me to make photostatic copies of certain top priority documents, which I deliver to a contact man. My money comes in the mail the following morning."

"And where do you meet this contact man, Williams?"

Williams squinted into the darkness, trying to discern the shape of his mysterious interrogator. But all he could see were those two white eyes, those hideous, unearthly orbs. "It's Miller's Warehouse, over on Twelfth Avenue. That's where I bring everything. I was supposed to make a delivery later tonight."

"When?"

"In a couple of hours. But I won't make the delivery if you don't want me to. I'll do anything you say if you'll just leave me alone."

"That would be wise, Williams—most wise."

Williams' voice was slightly calmer now, slightly more sure. "I've told you everything, mister. That's all I know. What else do you want from me?"

Williams awaited a reply, but heard only the blare of taxi horns far in the distance. He looked desperately around him; the glowing eyes

were gone. He was alone, trapped in the center of an impossible spider's web, twenty-six stories above the street.

Cautiously, Williams strained against the clinging adhesive, pulling one leg free, then the other. In moments he was loose, and slowly, fearfully, he crawled along the webbing, inching his way toward the open bedroom window that seemed impossibly out of reach.

Beneath him the webbing swayed ever so gently. Sweat poured across the fat man's face in torrents. But after a seeming eternity his pudgy fingers clutched the waiting windowsill and, heaving in effort, he tumbled into his apartment.

Without hesitation, Williams headed for the telephone, his trembling growing slighter with every step, his flaccid features taking on an uncharacteristic firmness. Carefully, he dialed a long-memorized number, and a soft, reserved voice responded at the other end of the line. "Yes, Williams?" it said.

"Shagan was right, sir. Spider-Man *is* asking questions about our operation."

"You did as I told you?"

"Exactly as you told me, sir. I answered the Web-slinger's questions precisely as you ordered, sir—and Spider-Man bought every lying word of it."

"Splendid, Williams. Then that altruistic fool is finally mine!"

Nine

Gloria Grant neatly typed the final line of her letter, then examined it for errors; Jonah Jameson disliked errors. He also disliked smudges, misfolded mail, and the thirteen-cent postage stamp. Come to think of it, J. Jonah Jameson disliked practically everything about everything since Herbert Hoover had lost to Franklin Delano Roosevelt.

According to Jameson, the modern workaday world had become a shambles. The seeming simplicity of the good old days was gone, replaced by an intricate maze of rules and regulations designed solely to drive the *Daily Bugle's* peerless publisher to distraction.

Glory was satisfied with the letter, which meant Jameson would only pick it apart for a minute or two, providing, of course, the rest of his day hadn't gone sour since last she spoke with him. That was before Jonah and Joe Robertson had huddled together over their lunch-long secret meeting. The office was buzzing with speculation: Was Robbie going to be promoted? Was he going to be fired? Was Jameson quitting? Was he preparing to fire the entire staff? Everybody knew everything, and nobody knew anything—all at the same time.

Taking a deep breath, Glory knocked on Jameson's door, then entered. Jonah was standing behind his desk, staring out the window at a panoramic view of New York. Joe Robertson was sitting in a hard-backed chair studying a pile of papers and making notes. It always amazed Glory how Jameson, a rough, tending-to-the-vulgar publisher, and Robbie, a quiet middle-of-the-roader, got along so well. They seemed so very different. Yet perhaps it was those differences that made them fit together so well. Two human jigsaw puzzle pieces, interlocking, supporting one another where it counted the most.

Jameson turned to Glory, his thick eyebrows raised in a silent question. Glory smiled. “Your letter to the mayor’s office, Mr. Jameson —the one about ridding this city of Spider-Man. It needs your signature.”

Jameson grunted, and the muscles at the base of Glory’s neck tightened involuntarily in anticipation of Jonah’s typical ten-minute tirade against the Wall-crawler. She’d heard it so often, she’d already learned it by heart. Yet, every time Spider-Man’s name was mentioned, Jameson would repeat his overzealous complaints, as if the other person were only hearing them for the first time.

Jonah crossed the office and signed the letter without reading it. “Thank you, Miss Grant. That will be all. Why don’t you take the rest of the day off?” With that he turned back to the window, and Glory staggered out of the room, confused, bewildered, and slightly worried. Something was definitely wrong with that man.

Robertson waited until Glory had left before picking up the conversation where he and Jameson had left off. “Frankly, Jonah, none of my informants have been able to learn a thing. There’s something brewing all right, something nasty—but the word is out, and everyone has shut up like the proverbial clam.”

Jameson lit another cigar and offered one to Robbie, who refused. They’d been working together for years, and Jameson still couldn’t pry Robertson away from his precious pipe. “You know, Robbie, it’s typical. Everything is going wrong, and nobody wants to tell the press a damned thing. But you mark my words. When every oil company in this country starts answering simple inquiries with ‘No Comment,’ and when every pipsqueak stoolie in a city as large as New York suddenly gets struck deaf, dumb, and blind, then whatever is happening is not only big—it’s bigger than big. It’s downright tremendous!”

Jameson puffed on his cigar, exhaling small smoke rings that curled through the air. “There’s the stink of corruption here, Robbie, and I want to get to the bottom of it. Call it a gut reaction, but something inside me says this story is going to be bigger than Watergate, maybe even bigger than Spider-Man.”

Joe Robertson nodded thoughtfully as he rose from his chair. “Who do you want me to put on this, Jonah? Caruthers? What about Jake Connover? He’s our top crime reporter.”

Jameson shook his head. “No, Robbie. This is more than any mere crime, much more. Criminals don’t get involved with oil companies, and even if they did, there isn’t a criminal in this country powerful enough to force them to shut down their steady flow of press releases. I’m telling you, Robbie, for this we need better than the best.”

Jameson smiled, and Robbie suppressed a shudder. Jolly Jonah’s

smile was enough to wilt a plastic flower. “We’re going after this story, Robbie. You and I. We’ll show those hotshot young punk reporters what this business is all about. We’ve got what it takes, mister: the know-how, the nerve. We’ve got everything we could possibly need.”

Except, Robertson thought glumly, *the sense to know enough to quit while we’re ahead.*

The Gibraltar Bar and Grill on Thirty-second and Ninth isn’t ever likely to count Jacqueline Onassis among its clientele. Three chipped and splintered tables, surrounded by mismatched chairs, press up against a long-unpolished bar. It is the hangout of some of the scummiest scum to ever infest New York. The poor, the unwashed, the misbegotten aren’t allowed in the Gibraltar; it would give the joint too much class.

Whisper O’Conner, a one-armed, one-eyed misfit, more used to sleeping tucked away in a liquor bottle than in a bed, sat on a wobble-legged chair in the rear of the foul-smelling saloon, next to the old “Fireball” pinball machine that hadn’t worked right since 1962. It went *tilt* on the same day that Whisper did, and from that point on, the dirty down-and-outer tended to park his butt beside the battered old contraption.

True to his name, Whisper’s voice was faint, and the taller man who strained to hear him had to hunch over the table until he was practically face-to-face with the bedraggled drunk. Whisper’s breath had begun to singe his guest’s eyebrows.

“Thanks, mister, I really appreciate the drink. I don’t drink as much as I used ta. No, really, I mean it. I used to drink like a fish, y’know, but I hadda cut back. Doctor’s orders.” Whisper paused for a moment, then smiled. “Now I only drink half as much as the old days. Feel a whole lot better for it, too. ‘Cut back,’ the doctor said, so I did. I took the water out of my Scotch and . . .”

Whisper took a long swallow, rolling the cheap booze around on his tongue, savoring the bitter taste for that precious extra moment. “You got any money, guy? I mean, you’re askin’ for some heavy information, y’know, an’ a man’s gotta eat. I ain’t askin’ much, just enough ta tide me over till the New Year.”

The gray-haired man reached into his woolen topcoat and extracted a bulging wallet. Whisper stared in awe at the wad of fifties as the stranger peeled off a pair of them and held them outstretched in his hand. “If you really have the information I want, these are yours. Everyone else I’ve spoken to says you’ve been jabbering about something you overheard, something involving Roxxon Oil. I’m

willing to pay to hear what you've been telling others for free."

"They're right, mister, I did hear something. Something big. But it's gonna cost ya more than what you're offering. I mean, if you're so interested, maybe it's worth *two* big ones to ya."

"Don't press your luck, Whisper. You start playing games with me, and you'll wind up with nothing."

Whisper grinned, an act almost as repulsive as his breath. "Well, y'know how drinkin' sorta messes up your memory, pal. I mean, it really fouls ya up, y'know. Like, right now, I can hardly remember my name. But for that extra hundred . . ."

The gray-haired man stood up and dusted off his topcoat. "I warned you, Whisper," he said. Then he turned and headed for the door. Whisper was beside him in an instant.

"Aw, c'mon, mister. Ya can't blame a guy for trying, can ya? You're still interested, and I'll tell ya what I know for the hundred."

Joe Robertson waited. Whisper allowed a sheepish smile to cross his ferret face. "The hundred . . . and a bottle'a Jack Daniels, okay?"

Ten

Twelfth Avenue stretched across most of New York City's dock area, which made it a cold, windswept way. And the cold was all a bone-weary Spider-Man needed to rouse him from his nightlong melancholy. Miller's Warehouse was just up the street to the left. Its broken windows were boarded up, its doors chained and bolted. But before the warehouse stood a telephone booth, and within the booth, blowing into his cupped hands to keep them warm, stood a man in a grimy trenchcoat. The contact man Williams had described to Spidey.

If the contact man was waiting for Williams, he was going to have a long wait. Williams wouldn't be coming tonight, not after the scare the Web-slinger had put into him. Eventually the contact man was going to get discouraged, and hopefully, he would have to report his failure to his boss. When he did, Spider-Man would be right behind him.

Deep in the shadows of the giant steamships, the Wall-crawler waited. The contact man would have to make his move soon. Williams was already a half hour late.

The moon that had hung high over the city when Spider-Man began his trip to Twelfth Avenue now hovered near the horizon. In a few hours it would be dawn. Spider-Man yawned. What was keeping the contact man there? He should know by now that Williams wasn't coming. His vigil was a waste. Why didn't he give it up?

At last the contact man glanced at his watch for the fourteenth time in ten minutes, then flipped open the phone booth and quickly stepped across Twelfth Avenue, heading east. The hunt was finally on.

At Sixth Avenue, the contact man entered the subway and soon stood on the platform, waiting for an "F" train. He was nervous, impatient, and he checked his cheap wristwatch repeatedly. His feet tapped out a tuneless rhythm in a vain attempt to keep himself warm, and occasionally he would glance up the tracks in search of the telltale glimmer that would indicate an approaching train.

It was nineteen minutes before the graffiti-spattered subway train finally arrived. The contact man entered it impatiently, sat down, and opened a copy of the *Daily Bugle* he'd had stuffed in his trenchcoat pocket. He turned to the comics pages and finally relaxed. It was going to be a long trip.

The train rumbled through the winding subway tunnels, pausing now and then, waiting. At last it roared out of the tunnel and clattered along an overpass toward Coney Island, Brooklyn's half-hearted version of Disneyland—a once-glorious amusement park that no longer seemed all that amusing. Oh, the original Nathan's was still there, of course. And the Tornado was still the greatest roller coaster anywhere. But sometime back in 1950, the magic got lost in the shuffle, and nobody ever really found it again.

Atop the speeding train, Spider-Man pressed himself close to the roof of the contact man's car. There had been only an eighteen-inch leeway between his back and the tunnel roof. If he had sneezed, if he had raised his masked head a fraction of an inch too high, it would be rolling somewhere along DeKalb Avenue right now.

Spap. A small damp spot suddenly appeared on the back of the Web-slinger's crimson glove. *Spap.* A second bead of water struck him in the small of the back, and Spider-Man glanced up to see threatening black clouds rolling across the sky.

Swell. It's gonna rain. You're lying on top of a subway car and it's going to rain and you're not even wearing your galoshes. Just swell.

At which point, the clouds stopped threatening and the torrent began. Spider-Man shook his head in disbelief. *This is all I needed right now. With my luck, getting soaked like this will give me terminal pneumonia, which in turn will kill me. I can just imagine the autopsy report. Cause of death: Chronic stupidity.*

Where did I go so wrong with my life?

Miserably, the Web-slinger drew himself into a ball, hoping to give the pouring rain a somewhat smaller target to pelt. He remembered—yeah, he still remembered the day it had all begun. How could he ever forget it?

He'd been only a kid then, a thin, anemic teenager with poor vision and an uncertain complexion, an outsider who was more concerned

with the chemical experiments he was conducting than with dating any of Midtown High's cuddly coeds. Which was why he had turned down a chance to join his classmates at the movies. He wanted to attend a science exhibition on the properties of radiation instead.

The balding professor stood before two glowing scarlet globes attached to a bank of complex machinery. "And now for a demonstration of how we can control radioactive rays here in the laboratory," he had said. A simple enough beginning.

But as the experiment commenced, no one noticed a tiny spider descending from the ceiling on an almost invisible strand of webbing. A spider whom fate had given a brief, but starring role to play in the drama of life. It slithered between the two glowing orbs just as the professor activated the delicate machinery. Accidentally absorbing a fantastic amount of radiation, the dying arachnid, in sudden shock, spun through the air, biting the nearest living thing in that split-instant before life ebbed from its radioactive body.

That nearest living thing had been a sickly science student named Peter Parker.

Suddenly, Parker had felt strange. His head began spinning. In search of some fresh air, Parker wandered out into the street, muttering, "What's happening to me? I feel—different! It's almost as though my entire body was suddenly charged with some sort of fantastic energy." His voice trailed off as he grew lost in thought, but his reverie was abruptly shattered by the furious blaring of an automobile horn.

A dark blue sedan was bearing down on him, and almost unconsciously, Peter leaped out of its path to safety—but what a leap it had been! Parker found himself clinging to the side of a nearby building. And, more remarkably, he discovered he was able to scale the wall almost as easily as he could walk. Reaching the roof, Peter reached out for support, grabbing a nearby steel pipe. He crushed it as if it were paper.

"It's the spider," he thought. "Somehow, in some miraculous way, his bite has transferred his powers to *me!"*

Later, when the reality of the situation had finally sunk in, Peter saw a chance to test his newfound powers, and perhaps profit from them. Wearing a makeshift mask, he faced Crusher Hogan, a professional wrestler who offered one hundred dollars to anyone who could last three minutes in the ring with him. Parker not only survived the three minutes, he revelled in them. Here was a chance, he decided, to make big money, and maybe repay Aunt May and Uncle Ben for all they had done for him.

A television producer watched Parker in the ring and got him

booking on a top variety show. Sensing an opportunity to play the showman, Peter designed a colorful costume for his TV debut—a costume that would spark public interest, something that might help to make him a household word. The blue-and-crimson garb he designed then was improved over the years, simplified and made stronger. But in essence the outfit young Peter Parker sewed together that night, from scraps and tatters of cloth, signalled the birth of the Amazing Spider-Man.

But Parker wasn't through yet. If he could attract attention with a colorful costume, he would be a sensation with the right gimmick. Taxing his scientific ability to the limits, Peter created his unique web-shooters, making himself truly a human spider.

At last Spider-Man was ready to become television's newest sensation. But the whims of fate are not always that cooperative. Oh, the Web-slinger's appearance was a success, all right—frankly, it was a smash—but as the costumed Parker was preparing to leave the theater afterwards, a desperate figure raced along the corridor toward him, pursued by an aging security guard.

"Stop, thief! Stop him! If he makes it to the elevator, he'll get away!" The security guard was wheezing heavily; he was an old man, almost ready for retirement. "Stop him," he shouted, but Peter just stood there, allowing the thief to run past. After all, Spider-Man wasn't a policeman. He wasn't getting paid to play hero.

The elevator doors closed behind the thief, and his laughter faded into the darkness below. The security man turned to the Web-slinger furiously. "What's with you, mister? All you had to do was trip him, or hold him for just a minute."

"Sorry, pal," Spider-Man responded, "that's your job. I'm through being ordered around—by anyone! From now on, I'm only looking out for number one. And that means *me!"*

Turning on his heel, Spider-Man strode from the studio, out into the night. He had more important things to do than play Junior G-Man. He was going to become a television superstar. He was going to make millions. He was going to . . .

. . . He was going to do none of those things.

It was a cold, dark night, the kind you wouldn't send a dog out into. Peter Parker had returned from another of Spider-Man's personal appearances to find a police car parked in front of his Forest Hills home. A solemn-faced police officer stopped Peter before he could enter.

"What is it? What's wrong?" Fear welled up in Parker's throat. Something had happened, something terrible. But what?

The officer tried to be tactful, but there is no way to candy-coat death. “Bad news, son. Your Uncle Ben has been shot—murdered.”

Peter’s eyes glazed over with fury and his heart pounded against his chest. “Who did it? Tell me, man—*who shot him?”*

The officer struggled to maintain his calm. “It was a burglar. Your uncle surprised him. But don’t worry, lad. We’ve got him trapped! He’s in the old Acme Warehouse on the waterfront. We’ll get him.”

But Peter was no longer listening. Desperately, he raced to his room and stripped off his clothing. *I know the old Acme Warehouse. Its been deserted for years. A killer could hold off an army in that gloomy old place.*

But he won’t hold off Spider-Man!

Web-slinging with a speed he hardly knew he possessed, Spider-Man reached the warehouse within minutes and silently slithered in through a small opening in the roof. Outside, the police were still calling upon the killer to surrender. But there was no answer, nor would there ever be one.

The killer stood in the darkness, moonlight glinting from his gun barrel. A dark green cap was pulled low over his forehead; a scuffed leather jacket was pulled tight across his chest. The palms of his hands were damp with fear. Until tonight, he’d been only a thief, and a pretty good one. Now he was a murderer.

“All I gotta do is hold ’em off till the moon goes down. Then I ought to be able to slip away in the dark.” He kept repeating that to himself over and over, trying to convince himself his plan would work. But it wouldn’t work, not tonight, not ever.

Behind him, a muffled voice cried out with a vengeance. “You’ll never escape again, murderer!”

The killer turned to see a *thing,* a monstrous blue-and-crimson manlike creature skittering down the wooden wall toward him. It was a creature out of a nightmare, a giant humanoid spider!

Screaming, the killer turned and ran, but there was no place to go. Spider-Man was faster, more agile. With a single bound, he overtook the fleeing killer, pulling his pistol from his hand with a strand of webbing. A single, powerful right cross sent the murderer sprawling back out of the shadows, into the light of a small hanging lamp.

For the first time, Spider-Man saw the killer’s features clearly. They were features he remembered, features that would haunt him for the rest of his life.

“That face! It’s—oh, no, it can’t be! It’s the fugitive who ran past me at the television studio. The one I didn’t stop when I had the chance.” Almost mindless with grief, Spider-Man webbed the killer into a ball

and left him dangling for the police to find. Then the Web-slinger stumbled off into a darkness he wished would swallow him up forever.

"My fault. All my fault. If only I'd stopped him when I could have. But I didn't, and because of my indifference my Uncle Ben is dead."

All that night, Spider-Man stood by the docks, aware at last of one basic, abiding truth: with great power, there must also come great responsibility.

It was a lesson he would never forget.

The chill rain was letting up slowly, interrupting Spider-Man's melancholy memories. Yeah, he'd learned a lesson that night, a lesson that had brought him to the edge of death more times than he cared to recall.

Sure, great responsibility came with great power, but Peter Parker's first responsibility still had to be to himself and those he cared for. He couldn't cause Aunt May any more worry, couldn't keep alienating those who tried to befriend him. If great power demanded great responsibility, then he'd give up that power.

When the Master Planner had been brought to justice, when Spider-Man was finally cleared of all the charges against him, then it would be time for Peter Parker to finally start living his own life.

With renewed vigor, the amazing human arachnid gathered his strength and leaped from the train as it pulled from the station. The contact man had finally disembarked, and he was now heading up Neptune Avenue.

And wherever the contact man was, could the mysterious Master Planner be far behind?

Eleven

The contact man crossed Eighth Street, heading for the boardwalk. He ignored the silent amusement stands that were boarded up, waiting for the new summer season to begin. In a shadowed doorway here and there, tattered derelicts sprawled in alcoholic stupors, empty bottles lying close at hand. And yet, tourists flocked here year after year to loll on the oily sand and frolic in the dreadfully polluted ocean. In heaven's name, why? Couldn't they see how filthy it all was?

The Happy Daze Fun House stood alone on a slightly rotted pier, far closer to the sea than any of the other beachside attractions. The trench-coated figure made his way to the rear door, glanced nervously about him, then unlocked it and entered.

Bingo, thought Spider-Man as he glided across the pier, stealing up to the now-locked rear door. Cautiously, he strained against the lock with his spider-strength, and was quickly rewarded by a slight *click* as the lock gave way. The Web-slinger waited for a moment until his eyes adjusted to the darkness inside. Then he entered, closing the door behind him.

Instantly the fun house sprang to life. Gaily colored lights flared on, squeaking calliope music filled the air, and the maniacal sound of mechanical laughter echoed from wall to wall. Behind the wary Spider-Man, thick steel panels slid into place over the doors and windows, effectively sealing him in. The fun house was one big trap, but then the Web-slinger had half expected that.

Abruptly, the laughter faded, to be replaced by a far more frightening sound, the amplified voice of the mysterious Master Planner. “It’s about time you got here, Wall-crawler. I’ve been waiting for you for quite a while. I must admit I’m disappointed. I expected you to find your way here hours ago.”

Spider-Man glanced around, straining to discern where the voice was coming from, but it seemed to be diffused throughout the hall. “Okay, so I’m not exactly Sherlock Holmes. At least I got here, didn’t I? And the police are right behind me.”

The response was mocking laughter. “If they are on their way, my friend, it is only to arrest you for Allen Huddleston’s murder. Do you really think me so simple-minded that I would not know you came here alone?”

“If the shoe fits, sweetheart. Now what say you quit playing Phantom of the Fun House and talk to me face-to-face? I usually like to know just who I’m dealing with.”

A silent pause. “You mean you still don’t know who I am, Web-slinger? I’m astonished. You’re more ignorant than I ever would have thought possible. Who else could have lured you into such an obvious trap? Who else could have conceived such a delicately woven tapestry of intrigue and counter-intrigue? Who else but *I?”*

A sudden, slight hum to Spider-Man’s left, and the Web-slinger whirled as a steel panel slid up out of sight to reveal a frighteningly familiar figure standing behind it. The figure was stocky, powerfully built, with a soup-bowl haircut and hooded eyes that smoldered behind thick dark glasses. He wore an olive-green opera cloak over an emerald jumpsuit that was trimmed with an orange belt, boots and gloves. An impressive figure, certainly, made awesome by a single distinguishing feature: two extra sets of arms!

“You,” said Spider-Man, “I should have known.”

“Indeed you should have, Wall-crawler. Our paths have crossed often enough for you to recognize my style by now. Have I lost my touch since last we met, Spider-Man?”

“Not at all. You’re still the same old *Doctor Octopus!”*

In point of fact, the man’s name was Otto Octavius. He had once been one of this nation’s most prominent nuclear scientists, and the designer of a unique set of mechanical tentacles that were used to aid him in his experiments. These were two pairs of titanium-steel arms that could delicately deal with various radioactive isotopes, yet which were powerful enough to crush concrete and stone.

Octavius was on the verge of his greatest discovery on the fateful day one of his experiments finally went awry. The resultant explosion miraculously grafted his mechanical tentacles to his chest, making

them virtually a part of him, responsive to his very thoughts.

Unfortunately, that same radioactive accident also drove Otto Octavius hopelessly insane.

Now he stood before Spider-Man, his face a maniacal mask of triumph, his hands arrogantly poised on his hips, almost as if he were daring the Web-slinger to make that first foolish move. “Actually, Wall-crawler, you’re wrong. I’m not the *same* Doctor Octopus at all. For when my master plan reaches fruition twenty-four short hours from now, I shall be what I was always meant to be—

“—The single most powerful man in the world!”

Beneath his mask, Spider-Man clenched his teeth. “You realize, of course, that I’m going to have to stop you?”

“You’re more than welcome to try, fool!” And Octopus vanished into the darkness.

The steel door started to close, but Spider-Man was already moving, diving through the narrow opening instants before it slammed shut like some grotesque guillotine.

Even as the Web-slinger landed, the floor beneath him dropped away, becoming a well-greased ramp that plunged him deeper into the darkness. Spider-Man landed on his shoulder and rolled instantly to his feet. He glanced around him; the blackness was almost overpowering.

Well, here’s another fine mess you’ve gotten yourself into, Webhead, but you’ll be fine so long as you keep your cool. It’s blacker than J. Jonah Jameson’s soul in here, but that’s a little problem I can solve with my trusty spider-signal.

Reaching into the belt he wore under his costume, Spider-Man swiftly extracted a small-but-powerful flashlight and switched it on. A pencil-thin beam stabbed through the shadows, spreading a scarlet circle of light. Within that circle, an abstract image of Spider-Man’s own hooded face painted a bizarre calling card on a nearby wall. The spider-signal was designed more for effect than for function, but it was still bright enough to help the Wall-crawler sort out dark shapes in the distance.

Before him, he could discern three twisted forms: one incredibly tall, another short and menacing, the third insanely squat, its arms outstretched, groping. On all sides, more of the shadowy figures suddenly appeared, effectively surrounding the Web-slinger. They seemed to be closing in on him, and yet—*My spider-sense isn’t tingling, which should mean I’m in no danger. But, considering the mob moving towards me, I find that pretty hard to believe.*

Spider-Man moved forward, and the twisted figures echoed his

move, drawing closer, closer. Suddenly, the Wall-crawler's fist lashed out, delivering a brutal upper cut to the jaw of the tall, thin image before him.

The sound of shattering glass echoed and reechoed along the narrow corridor, and razor-sharp shards of a splintered mirror flew in all directions. *Crumbs! Mirrors! They were all just distorted reflections of me in a bunch of cockamamie fun house mirrors! Man, I'm really slipping. Next, I'll be picking fights with my own shadow. Score one for my good old spider-sense. The only thing I was threatened by just now was—myself!*

A sudden sound in the darkness before him, and the spider-signal stabbed through the dark to pinpoint the figure of Doctor Octopus disappearing around a bend in the corridor. Once again the chase was on.

Around the bend, the corridor led to a large circular chamber. Spider-Man entered, and another steel panel slid down behind him, sealing him in. By now, the Web-slinger was used to it. What he wasn't used to was the way the floor of the chamber suddenly began to revolve, bowling him right off his feet.

Peter Parker had experienced the sensation before, on a date with Mary Jane Watson. Then the fun house had seemed precisely that—fun, a pleasant way to pass an afternoon. Now, he had to get off this madly whirling whirligig before the centrifugal force pulped him against a wall and he simply passed away.

Straining against the incredible G-force pressing him to the floor, Spider-Man forced himself off his stomach, to his knees. Then, with one tremendous burst of energy, he kicked free of the insanely spinning surface, somersaulting in midair to slam haphazardly against the wall. He clung to it desperately; then slowly, fighting off his dizziness, he began walking along the wall toward a steel-shuttered door at the opposite end of the room.

Reaching the door, the Wall-crawler grasped the edges of the steel barrier in his gloved hands and pulled. The muscles of his arms and back stood out in stark relief against the colors of his costume. Slowly, ever so slowly, the metallic panel began to bow, to buckle, and finally, to burst free of its moorings entirely.

Tossing the ruined panel aside, Spider-Man moved on into the darkness of another corridor. But this time there was a light at the end of the tunnel—a thin sliver of light streaming out from beneath an almost-closed door.

The Web-slinger's spider-sense was tingling violently as he softly pushed the door open. Doctor Octopus was in the room beyond, sitting silently at a bizarre controlboard, his back to the cautious Spider-Man. For an instant, the Wall-crawler hesitated, weighing his options. Then,

as if knowing all along what he would ultimately do, he leaped.

And Doctor Octopus exploded!

Instinctively, Spider-Man curled himself into a ball, but the force of the explosion still hurled him savagely into the wall. Around him the chamber began to disassemble; wallboard splintered like matchwood, the ceiling supports were shorn through, and it began to rain rubble.

In seconds, the ceiling gave way completely, filling the ruptured chamber with tons of torn and twisted fun house paraphernalia. It was more than the already-rotting pier that supported the fun house could bear. With a groan like the deathcry of a dinosaur, the pier collapsed, spraying the beach with smoldering ruins and shattered memories.

And somewhere beneath all the twisted metal and charred, smoking wood lay whatever was left of the Amazing Spider-Man.

Twelve

The tide came in slowly at first, lapping gently, almost curiously, at the broken, blackened timbers. Then, gaining courage, it began to wash the dreadful ruins of the Happy Daze Fun House clean of the stench of death, covering more and more of the wreckage with every rolling wave.

Spider-Man was still unconscious when the first wave broke over his head, filling his mouth and nostrils. He didn't stay unconscious for long. Choking and sputtering, he lifted his head from the sand, shaking it violently to clear away the cobwebs. Every bone in his body ached, including several he hadn't even known he had, and he was certain he was covered with bruises. *If I'm dead,* he thought, *Hell is not nearly what its cracked up to be.*

Another wave washed over him. *And if I'm alive, I'm in trouble.*

Gingerly, he attempted to move his legs, only to find them pinned beneath what looked to be the remains of Doctor Octopus's control room. He could barely feel his toes. An entire section of wall, about twelve feet across and three feet wide, lay across his back. *Cripes! I'm pinned under this mess—and the tide is coming in!*

He managed to turn his head in time to avoid the next wave. Somewhat desperately, he considered his situation. That he had survived at all was a miracle in itself. Apparently, the section of wall that now rested across his back had formed a canopy of sorts, protecting him from the bulk of the falling rubble. Unfortunately that same piece of masonry now threatened to kill him all by its lonesome, unless he could free himself from its oppressive weight before the incoming tide covered him completely—and permanently.

Tensing his arms, the Web-slinger struggled to push himself upright, but the overwhelming weight of the rubble above him pinned him to the wet beach like a butterfly to a corkboard. He collapsed in frustration as the next wave slammed his head into the sand. Again he tried to free himself, and again he failed. At last he just lay there, gasping for breath.

"Somehow I always knew it would end like this," he said as he strained to ease his tortured muscles. "Fate didn't even have the decency to send me off in a blaze of glory. Instead, here I am on a miserable, God-forsaken Coney Island beach. No one even knows I'm out here. And what's worse, no one cares. No one has ever cared.

"I've done everything I could to make them like me, gone out on a limb for them a thousand times—and all anyone has ever done for me is try to cut down the tree.

"Well, you've finally won, you ungrateful vultures—you've finally gotten what you've been waiting for—and it's about what you deserve!" He was shouting to everyone and no one, but the anger was good because it helped distract him from his pain.

Once more he strained, and this time something shifted in the rubble above him. Then another wave—stronger, heavier, wilder than those that had come before—suddenly thrust his face into the sand, holding it there for an eternity, until the frothing waters lost their power and meekly receded.

"Come on, what are you waiting for? Finish me already! The sooner I'm gone, the sooner you can start the party. That's one party J. Jonah Jameson has been waiting to cater for years. Freebies for everyone! Come dance on Spider-Man's grave!

"Just one more wave like the last one, that's all it'll take. And tomorrow, when they find the body, they can tear off the mask and see what they've been frightened of all this time—just a misbegotten little college kid named . . .

"No! What am I saying? If they find out I'm Peter Parker, so will Aunt May—and God knows what will happen then.

"Got to fight this—got to get up—got to live! Not for my sake—but for hers!"

Again he sank his fingers into the sand and braced his back for another effort. Grimly, he pushed upward, watching his hands disappear beneath the sand. He felt his shoulders tighten. His forearms began to tremble with the strain; he could feel his neck muscles bulge, his back muscles begin to pop. Above him, something shifted slightly in the rubble, but that was all.

The weight was simply too much, too heavy even for Spider-Man. Still, he continued to push. He had to keep pushing, or die.

The next wave was the most powerful of all. It slammed into the straining Wall-crawler, throwing him off-balance. He sprawled face-first into the sand, and the rubble-strewn wall crashed down upon him.

Beneath his mask, he shut his eyes, and his mouth became a thin, hard line. With an almost insane determination, he began to strain against his overpowering burden once more, accepting the mind-numbing pain he felt, using it, turning pain into anger, turning anger into strength. Ignoring all reality, his arms became steel pillars, his back a wedge of iron. He was determined to live—and damn it, that was precisely what he was going to do.

Another wave smashed into him, but this time he held his ground. His fingers were sunk into the sand like anchors. He simply would not budge.

"You haven't gotten rid of me yet, blast you! I'm going to live, Octopus. You hear me? I'm going to live!"

He arched his back, and suddenly his right leg was free of the wreckage. He pulled it beneath him. His monstrous burden had been moved, if only slightly.

"Sometimes you need a reason to fight, Octopus. Sometimes you need a goal. Well, I've got my reason now, Doctor, *and* my goal—and you're going to live to regret it.

"I've got someone out there who cares about me, Octopus, someone who loves the me beneath this lousy mask, and if she thinks I'm worth saving—well, who am I to argue?"

His chest was better than a foot off the sand now. His back ached with the awesome weight riding on his shoulders, but still he refused to surrender. He was Spider-Man—and for the first time in quite a while, that meant something.

He drew a deep breath as another wave crashed toward him—huge, ferocious, roaring like a hungry dragon. It swept over him savagely, but still he wouldn't give way.

Now he was up on one knee—now on the other, shifting his weight, strengthening his posture. His muscles bunched; they groaned as he steeled himself for a final herculean effort. With a scream of triumph swelling his chest, he at last hurled the wall of rubble from him, and stood erect once more.

For a time, he just stood there, feeling giddy, light-headed, watching the tide roll in and sweep across the ruins, then roll away again. On the horizon, the deep blue was streaked with the first pink rays of morning.

It was the beginning of a new day, and Spider-Man was still among

the living.

Thirteen

Mott Street in Manhattan's famous Chinatown is a bustling center of activity almost twenty-four hours a day. Gaily colored pagoda-topped buildings set this section of the city apart. It has an ethnic grace matched nowhere else in the metropolitan area.

Everywhere you turn, you are confronted by the inevitable gift shops and restaurants you would expect to find in such a Mecca for tourists—though the crass commercialism is offset somewhat by two magnificent Buddhist temples that call the faithful to worship. Late into the night, these narrow winding streets are crammed with the wide-eyed and curious. On this night, J. Jonah Jameson and Joe Robertson walked among them.

At ten minutes to twelve, several hours before Spider-Man's death-defying escapade at Coney Island, they stood before a pagoda-capped telephone booth at the corner of Mott Street and Pell, awaiting a call. Robbie's conversation with Whisper O'Conner had led them to one Willie "Three-Fingers" Grabowski, who in turn had directed them to the Bowery and the offices of the Ditko Lighting Corporation. Its manager, Mr. Stephen Fong, a naturalized American, had pointed them toward this particular phone booth, where he said they would receive a call of great interest at precisely ten minutes past midnight.

Jameson lit his third cigar of the evening and proceeded to chew the butt to a pulpy mess. "Why doesn't this confounded contraption ring, Robbie? Do they have any idea who they're keeping waiting here? I've got a newspaper to run, blast it. I can't waste an entire night here."

“Hey, take it easy, Jonah. You’re the one who wanted us to play Woodward and Bernstein, remember? Besides, you’ve gotten us here twenty minutes early, and all the impatience in the world won’t make the phone ring a second sooner than it’s supposed to. Now just calm down a little, relax. You’ll live a lot longer that way.”

“Relax, he says. Relax? What are you, Robertson—my city editor or my doctor? I can’t relax, not now. All my reporter’s instincts tell me we’re on to the biggest story of this century, and you want me to relax. Robbie, you’ve got to be kidding.”

At midnight, the tide of tourists suddenly ebbed, leaving the fragrant streets of Chinatown all but empty. A chill wind moaned between the buildings. At precisely ten minutes past twelve the telephone rang, and J. Jonah Jameson stepped hastily into the booth.

“Hello? Yes, this is J. Jonah Jameson. What’s that? What? Speak up, will you? I can’t understand a word you’re saying.” In frustrated fury Jameson shouted into the phone, but his only reply was a thin stream of mustard-colored gas that suddenly poured from the holes in the receiver. Coughing violently, Jonah struggled to cover his nose and mouth with his handkerchief, but he wasn’t fast enough. A final strangling gasp, and the hapless publisher buckled at the knees, slumping to the floor of the phone booth in an untidy heap.

Instantly Joe Robertson was at his side, struggling to force the phone booth door open despite the fact that Jameson’s dead weight was sprawled against it. So involved was he in his efforts that he failed to notice the three burly figures closing in around him—until it was too late.

His arms were suddenly pinned to his sides. Robbie struggled desperately, pulling one arm free and slamming a powerful fist into a fleshy face. “Watch his arms, you idiots. He’s stronger than he looks,” the man gasped from between his bloodied teeth.

“Don’t sweat it, Hank. I’ve got a good shot at this sucker. Just hold him, okay?”

Robertson tensed at the words, expecting a bullet. He glanced at his assailants and saw a meaty hand holding a pistol—by the barrel. He barely had time to register the sight before that same pistol slashed across the side of his head, sending him sprawling to the street, unconscious.

“Now what’d you do that for?”

“What are you complaining about, Hank? He’s still breathing, ain’t he?”

“And lucky for you he is. If you’d offed this dude, the boss wouldn’t have liked it. No, he wouldn’t have liked that at all.”

Pressing the back of his hand to his still-bleeding mouth, the thug called Hank checked himself for loose teeth. Then he helped bundle the limp Joe Robertson into the back seat of a stolen station wagon that had pulled up alongside them. A moment later, and Jameson was sprawled across the seat as well. The station wagon grumbled off into the darkness.

By twelve-thirty, the streets of Chinatown were once again busy and bustling, filled with the sound of music and laughter.

But this time the sound was not very joyful.

He still ached. It had been more than twelve hours since his escape from the fun house ruins, but every inch of Spider-Man's body throbbed like a hundred-dollar hangover. Even as he scaled the grimy exterior of the *Daily Bugle* building, he paused now and again in the gathering twilight to massage his right shoulder, the one which had taken the brunt of the impact when the fun house had fallen.

With practiced grace he glided up the smooth stone wall, stopping outside the *Daily Bugle's* microfilm library. The window was conveniently unlocked, and the Wall-crawler entered unseen. There was information here, certain records that needed to be examined in detail, and there was no way Peter Parker could gain access to them now, not since J. Jonah Jameson had fired him.

There was a part of him that still could not accept it, could not believe the man had actually done it. He'd expected to bluff Jameson, force him to back down, or force some sort of compromise at the very worst. Unfortunately, the very worst was far worse than Parker had ever imagined it could be. How was he supposed to pay his tuition without a job? How was he supposed to pay his rent? As if he didn't already have enough to worry about, right?

Neatly stacked filing boxes lined the microfilm library's walls. Within these boxes, the *Bugle's* entire publishing history was reduced to so many strips of celluloid. It would take the Web-slinger days to go through all of it, but with luck that would not be necessary. All he had to do was check over the past few years, in hopes of uncovering some sort of link, no matter how vague, between Doctor Octopus and any of the eight major oil companies.

Forty-five minutes later he found what he was looking for. It was a slim lead, but it was all he had time to search for right now. Beggars could rarely afford to be choosy, especially when they wore grotesque crimson masks and were wanted for murder in the first degree. All things considered, he was happy to settle for what he'd found, rather than press his luck. He was turning back toward the window when he heard the sound of the door opening behind him.

“Hello? Hey, anybody in here?”

Sam Mandelbaum looked around the room, saw no one, then pushed his peaked watchman’s cap back a bit and scratched his head. “Could’ve sworn I heard somebody in here.”

He walked across the room and nudged shut a filing box that had been left slightly open. “Look at this place, files open, lights left on. There are times I think maybe old man Jameson’s got the right idea. Ain’t nobody appreciates nothing these days less they have to pay for it.”

Shaking his head reproachfully, Sam turned out the lights and closed the door softly behind him. He did not hear the sigh of relief that followed his departure.

Nor did he see the gaudily garbed figure that suddenly dropped from the ceiling and scurried out the window to be lost in the shadows of the streetlights.

Fourteen

The city streets were a blur below him as Spider-Man hurtled between Manhattan's jutting skyscrapers, heading south. He had picked up a rather interesting snippet of information at the *Bugle,* and he was determined to check it out.

Several miles off the New York City coast stood a unique experimental oil-drilling platform. Co-sponsored in its construction by the eight major oil companies, primarily as a public relations ploy, it had been, interestingly enough, designed in part by a certain Doctor Otto Octavius, in the days just prior to the accident that had transformed him into the maniacal Doctor Octopus.

Considering all the elements involved in this caper, it was a lead the Web-slinger could ill afford to ignore, though he had no idea what he might be looking for once he reached the floating platform.

Assuming, of course, he ever reached it at all.

As he passed Madison Square Garden, his spider-sense suddenly began tingling. The Knicks were playing there tonight, but somehow Spider-Man doubted their losing a game would be the sort of thing to activate his innate sense of danger. Unfortunately, he was right.

The Wall-crawler glanced down to see a grimy yellow taxi cab careening up Eighth Avenue, a retinue of police cars following close behind with sirens blaring.

Uh-oh. An honest-to-Starsky-and-Hutch car chase. Wonder what's going

on. Wonder if I should—

No, blast it! This doesn't concern me. In fact, I probably shouldn't get involved, even if I want to. If I do, I'm liable to end up with cops crawling all over me. Have to remember I still have a murder charge hanging over me.

He turned away from the speeding cars for a moment, heading crosstown. Then he paused, clinging to the side of a building, and looked back along Eighth Avenue. There, several blocks in front of the cab and its pursuers, a stoop-shouldered old man, bundled tight against the chill, was hobbling across the street, a white-tipped cane leading his way.

Lord, no! That old man is blind! And he's walking right into the path of those kill-crazy cars! Instantly, his fingers pressed the trigger of his web-shooter, filing a thick strand of webbing at the cornice of a particularly tall building along Thirty-seventh Street, and Spider-Man launched himself from his perch with a powerful kick. He had to save that old man. Nothing else mattered now, not the threat of capture and arrest, not even the fear of being publicly unmasked.

Here was Unde Ben all over again. If he didn't stop those speeding cars, if that old man died, it would be because Spider-Man had once again failed to get involved and that was something the Web-slinger could not live with.

The yellow cab rocketed up the street, now less than a block away from the slow-moving old man. Spider-Man was never going to make it. There was just no way he could overtake that runaway taxi.

Have to do something, anything—can't just let that man die! But if I can't reach him, maybe—just maybe—my trusty webbing can!

In mid-swing, the Web-slinger suddenly flipped over, his right hand stretching out as far as it possibly could. A strong strand of webbing cracked whiplike through the air, running a desperate race with death.

The web-line whistled twice around the old man's waist, and even as Spider-Man landed nimbly on the curb he snapped his wrist savagely, yanking the old man out of the way split-instants before the cab screamed across the spot where he had been standing. The old man arced through the air like a rag doll, to land surprisingly gently in Spider-Man's outstretched arms.

"Wh-what's happening to me? What's going on? Someone, please tell me—what's happening?" The old man's face was contorted with fear; he was desperately in need of reassurance.

Realizing this, Spider-Man lifted the bottom of his mask to expose his mouth. He didn't want to speak through the mask now, for its special cloth gave his voice a macabre filtered quality that many people found frightening. Instead, the Web-slinger spoke in the

almost-falsetto tones of Peter Parker—soft, calm, reassuring.

"Easy, old-timer. Everything's okay. You were crossing the street against the light, and a car almost ran you over. I just pulled you to safety. You just calm down a little, and you'll be fine now. Really, you'll be fine."

The old man's breathing grew calmer, and he wiped the back of his hand across his forehead. "Thank you, mister. Y-ya had me scared for a minute there. A man can't be too careful these days, y'know. There's all kinds'a crazies running around this town."

"Yeah, I know, old-timer. Believe me, I know that all too well."

Spider-Man patted the old man gently on the shoulder, handed him his ivory-tipped walking stick, and pointed him on his way once more. Then, furiously, he tore off after the runaway taxi. Whether he liked it or not, he was involved in this now—right up to his neck.

He covered the blocks that separated him from the rampaging taxi in a matter of seconds, swinging high over traffic that had impeded the progress of the racing cars. The cab turned up Forty-second Street, heading east, and the wailing police cars followed moments later, screaming madly around the corner, forcing harried pedestrians to flee for cover.

Inside the cab, one Louis B. Markham, known within his rather small circle of friends as "Louis the Torpedo" glanced back over his shoulder and pressed the accelerator pedal to the floor. The cops were still behind him, and closing. It was only a matter of time until they could throw up some sort of roadblock to bar the road ahead.

Why had he taken this stupid assignment anyway? he was furiously asking himself. It had smelled from the very beginning. Twelve years as a professional hit-man, and his whole career was about to go right down the tubes because the wife of his target had had a fight with her boyfriend and came home several hours earlier than usual. That he'd been able to heist this taxi while its driver was off relieving himself in an alley was miracle enough, but he couldn't expect his luck to last forever.

Louis the Torpedo roared past Grand Central Station, heading for Third Avenue. If he could just get across the bridge at Fifty-ninth Street, he had a chance. Maybe then he could lose his pursuers in the crowded warehouse district of Long Island City. There were too many short, narrow, winding blocks in that area for them to ever hope to find him there. All he had to do was reach that lousy bridge.

It was just about then that the lights went out.

The windows of the speeding taxi suddenly turned pitch black, cutting off the glare of the streetlights that had been pouring in only moments before. Fearfully Markham slammed on the brakes, sending

the taxi into a skid that sent it caroming off the curb and finally brought it to a stop. For a moment, Markham sat there, holding his pounding head to clear it. Then he opened the door.

Gun in hand, Louis the Torpedo stepped from the cab to find a thick coating of what looked like some sort of webbing over all his windows.

"Your taxi free, mister?"

A cold chill ran up Markham's spine at the sound of that almost-inhuman voice. The gunman whirled, half knowing what he would find. Indeed, there was Spider-Man, dangling upside down from a nearby ledge on a strand of his blasted webbing. Though his face was completely covered, Markham had the sickening feeling that Spider-Man was grinning at him, gloating.

"You think this is funny, Wall-crawler?" Markham snarled.

"Not all of it, chuckles—just you!"

"Then why don't you try laughing *this* off, hotshot?"

Markham's gunhand came up in a blur of motion, but Spider-Man was already in action, triggering his web-shooters. He fired twin streams of webbing that completely enveloped Markham's gunhand in an instant, making it impossible for him to let go of his weapon, let alone fire it. Two further web-shots quickly pinned Markham's feet to the concrete. Markham strained desperately, but he could not move. He was on the verge of tears.

"Damn you, Web-slinger! I'll get you for this! I swear I'll get you!"

"Forgive me if I don't hold my breath waiting, bright-eyes. And give my regards to the boys in blue when they finally show up, okay?"

"Aw, c'mon, Spidey, give a guy a break, will ya? What have I ever done to you that you're doing this to me?"

"Just call it a small way of paying off a big, big debt," Spider-Man said.

The sound of police sirens suddenly began to draw near. The Wall-crawler turned, and in an instant he was gone, leaving Louis the Torpedo Markham behind him, shouting obscenities at the sky.

"Good evening, ladies and gentlemen, and welcome aboard the Checkerboard Line's famous Moonlight Cruise. Just sit back, enjoy yourselves, and we promise you all an evening you'll never forget." The speaker put aside his microphone as the sprawling tour boat pulled away from the West Side dock to begin yet another interminable cruise. Man, he was sick of this, dragging around in bitter cold weather to satisfy the whims of a half-dozen goggle-eyed tourist-types, but the manager of the line had warned him to always

smile as if it were summer and he had a full load. So Jack Sutherland smiled and pretended and endured. It wasn't much, but it was a living.

Along the side of the ship, protected from the wet and the cold by the thin but powerful cocoon of webbing woven around him, Spider-Man sat and grumbled. *Is this any way for a superstar to travel?*

Time seemed to drag by—every second was a century, every minute a millennium. It felt like a few weeks shy of fifteen thousand years later when Spider-Man yawned, stretched, and the web cocoon was shredded by his suddenly out-thrust arm.

Up on the deck, Harry Marcus was feeling nauseous again. Harry always felt nauseous with anything less than good old terra firma beneath his feet, but Marcia Marcus was inordinately fond of ships and moonlight cruises, and whatever Marcia wanted, Marcia eventually got, even at the expense of poor Harry's overpriced dinner.

So Harry Marcus was stretched out across the railing, his head lowered in hopes of a swift and painless death, when a crimson-clad arm almost hit him right across the chops. Now, Harry was ill, but to the best of his knowledge, he still wasn't crazy. Very, very quietly, he located one of the cruise ship's crew, explained what he had just seen, and, his duty done, fainted dead away.

The crewman glanced over the railing, saw Spider-Man staring straight back at him, and immediately came apart at the seams. "No! It's not possible! We're—we're being invaded by Martians! Help! The Martians are here! Help!"

George Jenkins, an appliance salesman from Cleveland, didn't believe in flying saucers and Martians, but he was a firm believer in the great Communist Conspiracy threatening this country, and he always made it a point to carry a loaded revolver on his person lest he wake up some fine morning to find Leonid Brezhnev hiding under his bed.

When Jenkins spotted the red-masked Web-slinger clinging to the side of the ship, he was sure his long days of waiting were finally over. And to think the boys at the Lodge had laughed at him. He pulled his pistol from beneath his Glen Plaid sports jacket and fired, the bullet sizzling through the air better than a yard from Spider-Man's head. George Jenkins was ready, more than willing, but he was hardly an able marksman. In point of fact, he would have had extreme difficulty hitting the broadside of the proverbial barn—from the inside—with a shotgun. Which, ultimately, is what made him even more dangerous.

"Are you out of what passes for your mind, mister? I'm just hitching a free ride here. That hardly qualifies as a shooting offense." Spider-Man somersaulted up onto the deck just as lonesome George scratched

his itchy trigger finger again, sending a second slug ricocheting all over the cruise ship's small snack bar.

"Mister, you must be positively certifiable," Spider-Man shouted as he whipped the gun from Jenkins' trembling hand and flipped it overboard.

Marcia Marcus began to scream as she saw the demonic figure toss George Jenkins aside and start to move toward her. In desperation, she clutched at her now-conscious husband Harry, trying to use him as a human shield against the approaching creature. But Harry was no fool. He took one good long look at the blue-and-crimson figure, at its glowing, inhuman eyes, and fainted dead away again, leaving Marcia to fend for herself.

"You . . . you . . . you . . . you monster, you!" she shrieked, swinging her pocketbook savagely through the air, whomping the Web-slinger with the weight of lipsticks, compacts, hairbrushes, and the like. He felt like he'd been hit with a portable beauty salon.

"You have a way with words that is positively underwhelming, dear lady," replied Spidey, ducking a second swipe. Unfortunately, he leaned right into Marcia's backswing.

The impact drove him back against the railing for a second assault of the dreaded killer purse. Various and sundry psychotics and supervillains he could deal with, but it's bad form to slug a tourist. It's bad for both business and the Big Apple's already-sagging public image, or so Mayor Koch had been saying for the past several months.

His hands hastily grabbing the railing at his back, Spider-Man flipped back over into the darkness, narrowly avoiding another swipe by Marcia Marcus' lethal luggage. His feet made momentary contact with the side of the ship, then kicked off, straining to reach the safety of a long garbage scow that was passing nearby.

Hunkered down among the almost-mountainous piles of garbage that loomed around him, Spider-Man considered his predicament. Most heroes traveled around in a manner befitting their stature, in great golden chariots drawn by proud-stepping stallions, in open limousines with crowds of cheering spectators lining the streets. But Spider-Man rides garbage scows.

An old cliché occurred to him, something he himself had told Doctor Octopus only a day before. "If the shoe fits, sweetheart."

He was sorely tempted to cry.

Fifteen

Project Recovery sat upon the rolling waves like some gleaming monument to mankind's persistence. It was a twelve-story construction of iron and steel, designed to seek new sources of power for an energy-depleted nation. There was, they said, enough oil still hidden beneath the seas to light the world for centuries, though the problems inherent in tapping those submerged oil sources had often proved all but insurmountable in the past.

It was hoped that this multi-million-dollar structure, the first of a proposed series of super oil-drilling rigs, would soon start drawing the precious black gold from beneath the waters in sufficient quantity to warrant the construction of its companion platforms. With a series of fifty such rigs in operation over the next twenty-five years, the world would no longer be forced to concern itself with any energy crisis.

From the deck of a passing garbage scow, Spider-Man studied the oil platform carefully, marvelling at the massive steel structure. Painted a brilliant red to protect the metal from rust and corrosion, it seemed like a great towering flame, frozen in place, yet blazing with the hope of the future. Unfortunately, Spider-Man didn't really have much of a future, unless he could track down Doctor Octopus and force him to confess to the murder of Allen Huddleston.

A thin stream of webbing suddenly spanned the distance from the garbage scow to the oil rig, and Spider-Man leaped into space, swinging gracefully to the towering platform's side. Insectlike, he scurried up the steel girders, moving faster on all fours than any normal man could ever have moved on only two legs. He had almost reached the platform itself when he felt the buzzing. It was faint,

barely noticeable, but still the Web-slinger recognized it, and he froze in mid-stride.

It was the signal from the spider-tracer he had hidden in J. Jonah Jameson's pocket the day before.

Spidey paused for a moment and considered. The spider-tracer's range was great, but not that great. He was too far out at sea to have picked up a transmission from shore, which meant Jameson had to-be aboard the platform somewhere, the signal muffled by heaven knows how many layers of steel. It was a realization that left the Wall-crawler with mixed emotions.

On the one hand, Jameson's presence at this odd hour on a construction that was off-limits to the public all but confirmed that this rig was somehow involved with the oil squeeze, and thus with Doctor Octopus. On the other hand, if Octopus was lurking somewhere aboard the sprawling platform, Jameson was bound to get in the way if it came to a violent showdown.

Well, if it came to it, that was something that couldn't be helped. All Spider-Man could do now was follow his spider-tracer signal to its source. And let the chips fall where they may.

The Web-slinger tracked the faint signal across the deck of the rig to a bolted steel hatchway. He reached for the latch, and the buzzing in his head suddenly became the urgent tingle of his spider-sense. *Uh-oh. Something is definitely wrong here, I'd better take a closer look at this hatch before I blindly rush in where angels might fear to tread.*

Cautiously, he examined the frame of the hatchway. He discovered two thin wires running alongside the hatch to a small metal box at its base. An alarm box. If the hatch had been opened, he'd have broken an electronic circuit, alerting the entire platform to his presence. But this hatch was still his best bet for following the signal to Jameson, so —

The box itself surrendered easily to Spider-Man's superhuman grasp, which exposed the wires beneath. Carefully, he triggered his web-shooters, firing a thick glob of the sticky substance at the alarm terminus, clogging it completely, making it impossible for the circuits to respond to his intrusion. The persistent tingle of his spider-sense faded, assuring the Web-slinger it was now safe to enter. So he did.

Beyond the hatch, a steel ladder led down into the darkness. Spider-Man reached for the ladder, and once again, his spider-sense began tingling. *Cute. This entire place seems to be booby-trapped. If Octopus is here, he's taking no chances. So I'd better not take any either.*

Ignoring the ladder, Spider-Man proceeded directly down the side of the wall, using his spider-sense as an built-in mine-detector of sorts, constantly alert for the telltale tingle that would warn him of danger

ahead. Reaching the lower levels of the platform, he heard the heavy groan of machinery in the distance. More importantly, the buzzing in his head had grown louder. He was that much closer to Jameson now. Just what he'd always wanted.

With a pantherlike grace, he prowled the central corridor, clinging to the ceiling to avoid any weight-sensitive alarms that might be hidden in the floor. The tracer signal was coming from somewhere off to the right of him now, and a cross-corridor junction just ahead would allow him to come that much closer to his goal.

The buzzing became almost unbearable when Spider-Man rounded the corner. Jameson had to be hidden in a locked room halfway down the corridor on the left, but as the Wall-crawler moved toward it, his spider-sense began tingling to beat the proverbial band.

The metallic clang of footfalls echoed along the corridor, growing louder, coming closer. Someone was heading this way! With a single fluid motion, Spider-Man forced open the nearest door on his right, ducked through it, and shut it softly behind him.

His ear pressed against the cold metal of the door, the Web-slinger listened and waited. The sound of the footsteps drew closer, accompanied by a tuneless whistling. Reaching a crescendo as it passed the closed door, the sound finally faded off down the corridor.

His hand on the doorlatch, Spider-Man allowed himself a deep breath, then glanced over his shoulder at the room he was about to leave. His jaw hit the floor with a thud.

The room was extraordinary, decorated in plush velvets and rich brocades. A Louis XVI chair sat comfortably behind a handcarved oaken desk. Paintings by the great masters lined the walls. If Spider-Man had doubted Doctor Octopus's presence here before, he did so no longer. This sort of gaudy extravagance had Otto Octavius's signature all over it. When you're planning to rule the world some day, you tend to live in the style to which you hope to become accustomed.

Webhead, it looks like little Lady Luck is grinning at you for a change. If this room is really Doc Ock's headquarters, I may be able to find some sort of evidence here to clear me of Allen Huddleston's murder. At the very worst, I'll get some pointers on the fine art of Interior decorating.

Moving to the oaken desk, Spider-Man plopped himself down in the plush Louis XVI chair and started rifling through the drawers. A letter opener. Some stationery. Paper clips. A memo pad covered with doodles and some undecipherable scrawling. And a phone book containing the numbers of the eight major oil companies and several members of their various staffs. That was about all the Web-slinger found, until he tried the bottom drawer on the left side of the desk and found it locked.

Steady pressure snapped the lock off cleanly, and Spider-Man pulled the drawer open to find a leather-bound book inside—the private diary of Otto Octavius! Flipping it open, Spidey glanced at the first few pages, and whistled under his breath. *The man's not exactly Harold Robbins, but this is mighty powerful stuff.* Crossing his legs on the desk, the Web-slinger leaned back and began studying Doc Ock's notes in detail.

Ten minutes later, he slapped the book closed, tucked it into his belt under his costume, and felt a chill ripple up his back. *So that's the not-so-good doctor's plan, huh? Ingenious. And it looks like the oil industry has fallen for it hook, line, and multi-million-dollar sinker. Have to hand it to Ock. When he plans something, he sure doesn't pull any punches.*

For Doctor Octopus's plans alone, the diary was invaluable, but a few scrawled lines on one of the last pages made it just about priceless to a certain hunted and harried Web-slinger. The lines read simply: "Allen Huddleston is becoming an obstacle to the completion of my oil operation. If he continues to interfere, he will have to be eliminated, and that is a task I will take great pleasure in attending to *personally!"*

Just a few simple sentences, but to the Web-slinger they spelled the end of a nightmare, proof positive that he was not responsible for the murder of Allen Huddleston. Here was his chance to clear his name, and be done with his life as Spider-Man forever. The relief he felt was almost more than he could bear.

Making certain the diary was secure under his costume, he moved to the door and listened carefully. No reaction whatsoever from his spider-senses. The hallway outside was clear. All he had to do now was grab Jameson and beat a hasty retreat from this place. The police and the Coast Guard could handle the rest.

He opened the door cautiously, and moved on down the corridor to the room where he had sensed Jameson's signal moments before. There he paused, testing the door handle; it wasn't locked. His spider-sense tingled slightly. There was danger beyond this door, but it wasn't too great. The Web-slinger counted to three, then threw the door open wide.

A thick-necked weight-lifter-type whirled at the sudden intrusion, the machine pistol in his fist swinging up to follow his wide-eyed stare. Beyond the thug, J. Jonah Jameson and Joe Robertson sat bound in the corner, their faces awash with a mixture of relief and confusion. And apprehension, as the muscle-man's finger started tightening on the trigger.

"Hi, guys. Is this a private party, or can anybody join in?" Spider-Man came through the door feet-first, catching the startled thug on the point of the jaw and flattening him.

Jameson shook his head in disbelief. “There! Do you see, Robbie? I told you that wall-crawling menace was involved in this somehow. J. Jonah Jameson knows what he’s talking about.”

Spider-Man glared at Jameson for a moment. Then he spoke, his voice deep, almost frightening. “You know, Jameson, you really take the cake. I put my butt on the line to save your precious skin, and all you can do is accuse me of being involved in this? I’ve got half a mind to leave you here, mister. I don’t think you’re worth saving.”

Jameson turned up his lip in disgust. “You wouldn’t dare leave me here, you web-slinging weasel.”

“Don’t tempt me, mister. Just don’t tempt me.”

A small, sheepish grin spread across Jameson’s face as he realized his predicament. It would be wise not to antagonize the Wall-crawler—for now. “Uh . . . perhaps I . . . ah . . . was a little bit hasty, Web-slinger. I’m willing to call a truce for the time being.”

“Don’t do me any favors, big man. Just listen closely, and try to keep that oversized yap of yours shut for a few minutes—if you can.”

On the opposite side of the sprawling platform, far from Spider-Man and company, eight frightened men sat staring at a large viewscreen. From the screen, the malevolent face of Doctor Octopus stared down at them contemptuously. His voice was powerful, dripping with triumph.

“I have called you here this evening, gentlemen, to ask for your decisions in the matter I discussed with you yesterday. You have two choices: you can either pay me the sum I have asked in return for my personal oil supply, or you can leave here now—I will assure your safety back to the mainland—and watch your empires crumble into ruin around you. I sincerely hope your decision is the right one.”

Madison Bell sat in his wheelchair, coughing heavily and using the wide blanket that covered his chest and legs as a handkerchief. “Well, I’ve already made my choice, mister—and my answer is no! I’ve spent a lifetime putting Roxxon on the map, and I don’t intend to knuckle under to the first two-bit blackmail artist who comes along the pike. If we give in to you now, what’s to keep you from blackmailing us again in the future? Answer me that, why don’t you?”

For several moments, Doctor Octopus’s wide face was impassive. Then suddenly, he smiled broadly. “I’m impressed, old man. I’d expected some resistance to my proposal, but not from you. You seek proof of my power? Very well, you shall have it.”

The viewscreen suddenly went dark, and when it came alive once more, the face of Doctor Octopus had been replaced by the image of a

sprawling Oklahoma oil field.

"Do you recognize this scene, Madison Bell?"

Bell sputtered a shocked reply. "Why, those—those are my oil rigs out in Oklahoma. What do they have to do with this, mister? Blast it, what's going on here?"

Bell's final words were drowned out by a deafening explosion as the oil derricks on the viewscreen suddenly vanished in a shattering paroxysm of smoke and flame. When the smoke cleared to some degree, the once-prosperous oil field had become a raging inferno.

"I trust my little demonstration was effective, gentlemen? The same fate awaits the wells of any of you who decide to turn down my most generous offer. A word to the wise, and all that.

"Now, unless you have any further questions, Mr. Bell . . . ?"

Bell sat slumped in his wheelchair, stunned, almost comatose. "No more questions, mister. You . . . you win."

"Please, Mr. Bell, don't feel embarrassed. I always win. It's a habit I've grown quite fond of. Now, if we can get down to business . . . ?"

Sixteen

"No! Don't listen to him! Everything Doctor Octopus has told you is a lie!" Spider-Man's voice rang out in the silence as the eight startled oil magnates stared at him in stunned surprise.

"Lord, no. It's that Spider-Man they're always talking about in the *Daily Bugle*. Don't tell me *he's* involved in this too!?" James J. Knotts looked down at his hands; they were shaking badly. One inhuman menace was enough to deal with. But two—?

"No! I have nothing to do with this." Spider-Man was trying to shout Knotts down. "It's all a ploy by Doctor Octopus! He has no mysterious storehouse of petroleum! He was simply planning to sell you back your own supplies! It was all a big—"

But before the Web-slinger could complete his sentence, two armed guards leaped out of the darkness, machine guns blazing away at the blue-and-crimson figure clinging to the ceiling above them.

Spider-Man spun through the air, narrowly avoiding the hail of hot lead raining around him, using his incredible spider-senses to guide him. As he leaped for a far wall, he shouted, "Whatever you do, don't sign any papers. Don't give Octopus a penny. It's all been a con, I tell you. He was trying to sell you your own oil!"

Another incredible leap and the Web-slinger hit the ceiling, ricocheted off, and barreled into the gun-happy guards, sending them sprawling.

The eight oil company presidents had scattered in panic when the shooting began. Several of them were nowhere to be seen now. Spider-Man turned and saw J. Jonah Jameson standing in the

doorway, slightly behind Joe Robertson. Good old Robbie. He'd disobeyed Spidey's orders. He couldn't stay safely out of the way and let the Wall-crawler go into the danger zone alone.

"Robertson! Jameson! Collect the oil men and get out of here—now! Ill do what I can to cover you!"

Jameson grew furious. "Blast you, Web-slinger, who are you to give orders to J. Jonah Jameson?"

"I'm the man who'll happily rearrange every bone in your body, joy-boy, unless you get your act in gear. And I mean now!"

An angry response welled up in Jameson's throat and died there as he stared into Spider-Man's impassive face. Muttering under his breath, Jameson tromped off to join Joe Robertson, who was already helping Abraham Grey to his feet.

Suddenly the room grew quiet, too quiet—if such a thing were possible. The Web-slinger's spider-sense began to tingle, almost violently. *He* had entered the room now. Spider-Man knew without looking. The time had come for them to face one another at last.

Spider-Man whirled, and Doctor Octopus's mechanical tentacle slammed into the Wall-crawler's chest, sending him reeling back into the wall. Spider-Man felt along his ribs and winced. The first blow had almost cracked a rib, and the battle was only beginning.

"You were a fool to come here, Wall-crawler. It was a miracle that you survived my fun house trap. Fate will not be that kind to you again."

"Fate has nothing to do with this, Ockie. You're just sloppy is all. Otherwise, you'd never have left yourself open for *this!"* Even as Spider-Man spoke, his fingers were curling towards the triggers of his web-shooters. Now, he fired twin streams of the sticky substance and covered the lenses of Doc Ock's dark glasses completely.

But before the web-blindfold could dry, one of the Doctor's amazing appendages wiped it away while his remaining tentacles writhed toward Spider-Man like something alive. "You take far too much for granted, Web-slinger, and that will ultimately be your downfall."

"Octopus, you've got a flair for the melodramatic that positively sickens me," said Spider-Man, flipping back out of reach of those groping appendages.

Octopus lunged forward, his tentacles ripping out an entire section of wall and hurling it at the fast-moving Web-slinger. It shattered into fragments mere inches from Spider-Man's head.

"Curse you, you insufferable insect, stand still!" Octopus was shouting now. Spider-Man was moving that much faster, leaping for the latticework of girders that formed the ceiling of the makeshift

boardroom. There was no ceiling proper, and the latticework rose fifty or sixty feet into darkness. It was the sort of battleground the Web-slinger needed desperately to give himself an even chance in this one-sided combat. A mechanical arm lashed out, straining to reach the climbing Wall-crawler, but the viselike pincers just barely brushed cloth before Spider-Man kicked it away.

Octopus is good, one of the best. I can't let myself forget that. One little slip, one momentary lapse in judgment, and that's the end of the line. The good Doctor Octopus will tear me to pieces.

Like some monstrous daddy longlegs, Doctor Octopus raised his stocky body from the ground on his elongated tentacles, reaching for the girders above him. The eight men he had hoped to bilk out of billions of dollars were forgotten now; everything was forgotten—except Spider-Man.

Far out in the distance, the approaching sound of Coast Guard cutter sirens could barely be heard. The cutters had been summoned by Joe Robertson while the Web-slinger was stalling for time. Now Robertson hustled the last of the oil company presidents out of the room toward safety while the battle raged above him.

J. Jonah Jameson, however, held his ground, his body almost trembling with delight each time Doc Ock's tentacles made contact with Spider-Man's body. Oh, he realized Octopus was a threat, of course, but he'd been waiting years to see Spider-Man get what was coming to him, and by now it didn't matter much to Jameson just *who* served as the agent of the Web-slinger's destruction. Besides, with any luck, maybe Spider-Man and Octopus would wind up destroying each other. All things considered, it was the least that they could do.

But over and above his hatred for Spider-Man, Jameson was a newspaperman, and he knew he had a ringside seat for the story of the century. If only he had a camera handy—what pictures he could take. Yeah, pictures. It was almost too bad he had fired Peter Parker the day before. These were the sort of pictures Parker used to take with his eyes closed. He was quite a shutterbug, that kid. Too bad he was such a twerp.

"Come on, Octopus, squash him. Squash that blasted bug!" Jameson raved on, but his screeching voice was lost amid the bang and clatter of the battle raging above. Doctor Octopus gripped the end of the girder that Spider-Man now clung to, and with the aid of his incredible tentacles, pulled it free of its mooring.

The girder disappeared beneath him, but Spider-Man was already moving again, making a desperate dive through space to the relative safety of another girder nearby. But even as the Web-slinger's feet found purchase, Doctor Octopus laughed.

“You’ve run as far as you’re going to run, insect! From here on, it’s all downhill.”

As if to emphasize his point, Doc Ock suddenly thrust one of his writhing tentacles at the wary Wall-crawler, and a fountain of glistening black fluid erupted from its tip, spraying the slanting girder upon which Spider-Man stood.

“Oil? Shame on you, Ockie. Haven’t you heard there’s an energy crisis in this country?”

But Octopus did not reply. Instead, he stood by smugly as Spider-Man stepped forward and his feet flew out from under him. Impossibly, the wall-crawling wonder began an awkward slide along the girder toward the grasping tentacles that waited before him. *Didn’t expect that. Despite my power, I can’t get my footing, can’t get a grip, I’m gonna slide right into Doc Ock’s lap.*

Three seconds later, and his prediction had became truth. Doctor Octopus’s automated appendages wrapped themselves securely about his arms and chest, holding him in a viselike grip. Slowly but steadily, the power-mad maniac who had once been Otto Octavius began to apply pressure, threatening to crush Spider-Man’s rib cage like an eggshell.

“You made a mistake in following me here, Web-slinger, a fatal mistake. I will not abide simple-minded fools interfering with my carefully laid plans.” Octopus was roaring with triumph now. “I crushed Allen Huddleston to a pulp for a far less major offense than yours, insect, so you can imagine what I’m going to do to you.”

Barely breathing, Spider-Man strained against the metal coils that enveloped him, feeling his muscles ripple and pop in futile exertion. The tentacles did not loosen in the slightest. *Can’t free myself. Blasted arms are too powerful. Chest is on fire, but I have to fight it. If I let myself black out now, I’m finished.*

As Octopus continued to apply pressure, Joe Robertson rushed back into the room below shouting anxiously at J. Jonah Jameson, who stood transfixed by the battle in the rafters above.

“Jonah, come on. The Coast Guard will be here in a few minutes. We have to get moving. Jonah? *Jonah!”*

But Jameson stood rooted to the spot, his eyes riveted on the two incredible figures struggling above. “Look, Robbie, look! Doctor Octopus is winning, which means I’m winning too. After all this time, I’m finally going to be rid of that Web-slinging menace forever.”

Joe Robertson stared at his old friend and employer in disbelief. “Are you out of your mind, Jonah? Do you know what you’re saying? Spider-Man got himself into this mess because he tried to save us. If Doctor Octopus wins this fight, we’re likely to become his next

victims. Will you come to your senses, man? You've been rooting for the wrong side."

"I don't care, Robbie. I just want to see that wall-crawling gloryhound put in his place once and for all."

Doctor Octopus was laughing now as he tightened his grip. Spider-Man gasped, desperate for breath. "Y-you can't get away with this, Ock. The Coast Guard will be here any second."

"And what of it? Do you honestly think they'll pose any more of a problem for me than you have? I can deal with them all like . . . eh? What's this?"

In his struggles, Spider-Man had managed to move his body slightly, forcing the front of his costume tunic up over his stomach and revealing the diary he had tucked into his belt. Instantly, one of Doc Ock's tentacles snatched it from him. Spider-Man was distraught.

"My diary," said Doctor Octopus. "I'll have to be more careful about what I commit to paper in the future. Little items like this have an infuriating tendency to come back and haunt you when you least expect it. I suppose I ought to get rid of this while the opportunity presents itself."

"No," groaned Spider-Man, "you can't. That diary is . . . the only thing . . . that can clear me . . . of Huddleston's murder."

"That's really most unfortunate," replied Doc Ock, as the pincer-claws at the end of his tentacles squeezed tight, reducing the diary to so much pulped paper. "Because that little bit of incriminating evidence no longer exists.

"Just as you shall no longer exist in just a few short—"

Clang.

A hammer-sized piece of the girder Octopus had twisted into ruin minutes before landed inches from his feet. He glanced down to see Joe Robertson hunting around the ruins for something else to throw, and in that moment of distraction, Spider-Man planted his feet against Doc Ock's chest, and kicked free.

Bless Robbie. I knew he couldn't just stand by and watch me die. He gave me just the edge I needed to break Ock's grip on me.

Savagely, Doctor Octopus whirled to face the Web-slinger once more as Spider-Man regained his breath in heaving gulps. "It's over, Ock. You had your chance at me, and you blew it. I won't fall for the same stunt twice."

"You're wrong, Web-slinger. It's not over. It's only beginning. So long as Doctor Octopus lives, so long as my genius is unsurpassed in all the world, I will never be defeated, never be overcome. You stuck your two cents in where you didn't belong, and you're going to find it

the most costly investment of your miserable life."

With madness in his eyes, Octopus charged across the girder at his web-slinging foe, but Spider-Man hopped nimbly out of his way.

"Octopus, you've blown it, buddy. Why don't you cut and run while you still can? Maybe you'll find a rock big enough to hide under."

"No! Never!" Octopus was ranting now, his eyes glazed. "For most of my life, I hid myself away, laboring in dark laboratories for the benefit of others. I was never acknowledged, never given the credit I deserved. I was a nobody until these mechanical appendages were grafted to my body, but I'll never be a nobody again.

"Now I work for myself, for my own advantage, for my own glory—and I'll destroy anything that dares to stand in my way. That's why I killed Allen Huddleston, and that's why I'm going to kill you!"

Below them, J. Jonah Jameson suddenly screamed. "You're lying! Please tell me you're lying. You can't tell me Spider-Man isn't a murderer. Not after all I've printed. If Spider-Man is innocent, I'll look like a fool. I'll be the laughing-stock of the publishing industry. Please —tell me you're lying!"

Urgently, Joe Robertson grabbed Jameson's arm. "Forget it, Jonah. We've got more important things to worry about than preserving your reputation. We still have to save our skins. I helped give the Web-slinger the break he needed, but from here on, he's on his own. Let's just get out of here."

In anguish, Jameson shook his head. "Don't you understand, Robbie? I plastered the front page with news of Spider-Man's guilt. If he's really innocent, I'll be humiliated. Don't you see that, Robertson? Don't you see that?"

"All I see, Jonah, is a man who let his blind hatred get the better of him. No matter what it costs you, Jonah, you'll have to print the truth. All the rest will take care of itself."

Joe Robertson turned to leave, and this time Jameson followed him. "You're right, Robbie. I should have thought of it myself. The American public has a notoriously short memory to begin with. I can write an editorial explaining how we actually cooperated with the Wall-crawler, printed those headlines to make it seem as if he was guilty, so he could work in secret, undercover.

"Sure, I'll tell them all how I actually saved the Web-slinger, how I helped expose Doctor Octopus, how I was an eyewitness to Doc Ock's confession that he murdered Allen Huddleston. You're right, Robbie. I can still come out of this mess smelling like a rose."

Jameson reached the doorway, strutting like some gray-haired peacock. "C'mon, Robertson, let's get moving. We've still got a

newspaper to publish. I can see it now, a four-inch banner headline: 'Fearless Publisher Saves the World!' You know, Robbie, that really has a nice ring to it."

Joe Robertson glanced back over his shoulder to see Spider-Man avoid another swipe by Doc Ock's tentacles. He had no great love for the Web-slinger, but neither did he dislike him. Spider-Man had saved too many people far too often for Robbie to ever really think of him as a criminal. Silently, he wished the Wall-crawler luck.

"You'd better not start setting type yet, Jonah. The battle back there still isn't over, and unless the Coast Guard gets here in time, Doctor Octopus might yet triumph."

Jameson's cat-eating grin instantly faded. "No, he wouldn't dare do it to me again. Spider-Man can't die now. He'll ruin everything."

High among the girders, the desperate game of cat-and-mouse continued. Spider-Man was leaping, diving, almost flying among the tangled struts, with Doctor Octopus in single-minded pursuit. It was the sort of hit-and-run combat that could have gone on for hours, if a heavily armed squad of Coast Guardsmen hadn't chosen that moment to burst into the room.

"Okay, both of you—stop right where you are!"

Doctor Octopus whirled towards this new intrusion, an almost-animalistic snarl on his lips. "I'm disappointed in you, Web-slinger. I'd have thought you had courage enough to finish our disagreement unaided, but since you do not—"

A thick cloud of black smoke suddenly enveloped the eight-limbed figure, throwing the Coast Guardsmen into confusion. A handful of shots rang out before Corporal Kominsky could regain control of his men, but it made little difference. When the inky smoke had dissipated, Doctor Octopus was gone.

"Cripes! What are we supposed to do now, corp?"

"There's not much we can do. We lost one of these freaks, but we still got us Spider-Man. We'll have to be satisfied with that."

Slowly, his hands above his head, the Wall-crawler descended into the midst of the frightened Coast Guardsmen, wishing he had the same sort of gimmicks Octopus had, so he could be anywhere else right now than here. But he didn't, so he was determined to make the best of the situation. Doctor Octopus had vanished, and this round had ended in a stalemate.

But the war was not yet over.

Seventeen

J. Jonah Jameson glowered at Spider-Man as the Web-slinger was led up to the oil platform's deck.

"Well, I hope you're satisfied, Wall-crawler. Your being innocent has really left me holding the bag."

"Excuse me. Next time, I'll try to be guilty, okay?"

Jameson snorted. Then, without another word, he turned and headed for the Coast Guard cutter that waited to carry Doc Ock's victims back to the shore, and safety. Joe Robertson gave the Wall-crawler a sympathetic shrug, then followed after his employer.

The eight oil company heads were close behind. Andrew Cobb smiled lazily at Captain Gregory Turk, who headed the Coast Guard crew. "Mighty nice ship you got here, Captain. Reminds me of the li'l lady I served on back in the Big One. Mind if I go up front and watch the action?"

Turk laughed. "Of course not, Mr. Cobb. Feel free."

John Daniels grunted sourly. "Bah. You're a brave man now, Cobb, but when the chips were down I was the only one among us with nerve enough to stand up to that monstrous madman. I'm glad it's over anyway. With any luck, I'll never have to see any of you ever again."

Arthur Norman smiled sheepishly as he stepped toward the Coast Guard cruiser, wheeling Madison Bell before him. Arthur had fled like

a frightened rabbit when violence had broken out between Doctor Octopus and Spider-Man. He'd been glad to know he was not alone, for he'd found Bell cowering in a utility closet after the battle. But now, Bell's eyes glistened as he pulled his heavy blanket tight around him, turning to Spider-Man with an impish grin. "That was some fight you put up back there, Sonny. Hope you gave that Octopus character the beating he deserved. Anyone who would murder a sweet innocent guy like Allen Huddleston just to get him out of the way deserves all the bruises he can get.

"You hang in there, Web-slinger, and if you need a lawyer or something when you come to trial, well, you just give me a call."

Beneath his mask, Spider-Man smiled. When he finally had his day in court, he would need all the help he could get, and if a multi-millionaire like Madison Bell was volunteering to support him, he certainly wasn't going to turn him—*Hey, wait a minute. How could I have been so blind?*

As if propelled from a cannon, Spider-Man launched himself through the air, tackling Madison Bell and pulling him from his wheelchair. Stunned by the Web-slinger's unexpected action, Captain Turk shouted, "Stop him, men! He's gone berserk! Stop him!"

Three of the Coast Guardsmen hurled themselves at the furious Web-slinger, but he shrugged them off with an almost-casual motion. "Sorry, Captain, but I'm just as sane as you are. Maybe more so."

"Get him off," Madison Bell howled. "Get this madman off of me."

"Not just yet," Spider-Man responded. Then he shot a pointed look at J. Jonah Jameson, who stood trembling almost imperceptibly behind Joe Robertson. "Jameson, did you or Robbie tell anybody else about Doctor Octopus's confession back there?"

"What? And blow an exclusive? Are you really crazy?"

"That's what I thought," Spider-Man said, almost grinning now. "So if you didn't tell Madison Bell that Doc Ock murdered Allen Huddleston, and Joe Robertson didn't tell him, and I didn't tell him, how did he know?

"The answer is simple if you think about it," Spidey said, reaching for a fold of skin at Bell's wrinkled neck as Captain Turk moved forward to prevent him from strangling the old man. "The only way Madison Bell could have known who murdered Huddleston is if Bell himself is actually—"

"Doctor Octopus!?"

A half-dozen voices sounded as one, and Spider-Man tore away the lifelike mask to reveal the snarling, furious face of Otto Octavius beneath. And under the heavy blanket that covered Bell's supposedly

crippled body were hidden four writhing metallic tentacles—which Octopus did not hesitate to use.

“I warned you once to stay out of my affairs, Web-slinger. This time, you’re going to die!”

Eighteen

Doctor Octopus's steel arms shot forward, smashing Spider-Man back into a bulkhead. "This time, nothing will stop me, Wall-crawler! This time, I'm going to rip you to ribbons!"

A writhing tentacle grabbed the Web-slinger by the front of his costume, pinning him to the deck, while a second tentacle drove savagely for his face. Desperately, Spider-Man kicked free and rolled as the pile-driving appendage put a gaping hole in the metal where his hooded head had been lying instants before.

Octopus raised his tentacles to strike once more, and several of the Coast Guardsmen, recovering from their shock, hurled themselves upon him. Doc Ock hurled them off again with ease, fracturing the arm of one and leaving another unconscious.

Ock's gone completely bananas. He's liable to turn this rig into a slaughterhouse, unless I take the battle where nobody else can get in the way.

Without hesitation, Spider-Man vaulted over the heads of the gathered throng, latching on to one of the girders that served as a support for the massive oil drill that formed the center structure of the sprawling platform. His eight-limbed adversary was after him in seconds.

"Fool, haven't you learned yet? There is no place you can go that Doctor Octopus cannot follow."

That's the general idea, chuckles. You just keep on coming.

On the deck, Coast Guard Yeoman Anthony Callahan struggled to center Doctor Octopus in his sights, until his rifle was slapped aside by

an angry Captain Turk.

"Are you as crazy as the rest of them, Callahan? Do you want hot lead ricocheting off one of those girders and maybe putting a hole through one of these oil company men? Our first priority is to protect these people, and that's precisely what we're going to do.

"I want everybody aboard the cutter, and I mean now. We're casting off. We can send reinforcements back to handle the Web-slinger and his freaky friend. They'll keep until then, alive or otherwise. After all, there isn't exactly anyplace for them to go from here. This platform is three miles off the coast."

Within three minutes, Spider-Man and Doctor Octopus were alone on the towering structure that was Project Recovery. Doc Ock had torn loose one of the support girders and was using it as a bludgeon in a futile attempt to smash the fast-moving Wall-crawler, who had thus far managed to stay just out of reach.

"You can't avoid me forever, Web-slinger. Eventually, you'll make a slip, and I will finish you."

A double backflip put Spider-Man beyond the range of Doc Ock's next lunge. "You know the problem with you, Ock? You have these delusions of adequacy. You assume everything will go your way just because you want it to. I mean, how long did you actually expect all those oil companies to fall for your little con game anyhow?"

As the Web-slinger spoke, he whipped around a girder, slamming into Octopus from behind and toppling the demented genius from his perch. Octopus fell, but two steel arms shot out instantly and he quickly regained his balance.

"The best-conceived schemes are often the simplest, insect. My plan *would* have worked . . . if it hadn't been for *you.*"

Octopus lunged, and Spider-Man triggered his web-shooters, binding the eight-limbed lunatic in a shoulder-to-hip cocoon. Snarling savagely, Octopus shredded his bonds, then turned to see the Web-slinger scrambling to the top of the derrick. He was tired of chasing that blasted insect all the way to kingdom come. This time, he would make Spider-Man come to him.

"Is this how you intend to defeat me, Web-slinger? Do you honestly believe you have power enough to accomplish that?" As Octopus ranted on, two of his tentacles snaked silently down toward the base of the derrick, their pincer-like fingers reaching for the locking mechanism of the oil cap, which held back countless gallons of the precious black liquid. If he could just maneuver the Web-slinger closer, then release the cap without his noticing, the geyser that would result would smash the insect senseless.

Slowly, his mechanical fingers curled about the locking mechanism

and began to loosen the couplings.

"Answer me, Wall-crawler! How do you intend to defeat a man who is obviously your superior? Curse you, insect—*answer me!"*

Spider-Man scurried along the girders cautiously, his spider-sense tingling. Doc Ock was up to something, but from this distance he couldn't tell what it was. He had to get closer to get a better look. *Step into my parlor, said the Octopus to the Spider. It's not exactly the most original of quips, but considering the situation, it'll have to do.*

"I don't have to do anything to defeat you, Ockie. You're doing a pretty good job of that yourself. All your much-vaunted power is a sham, just like the radiation you supposedly used to contaminate all that oil. In point of fact, that radiation didn't even exist, did it?"

"Oh, it existed all right, insect, in the minds of those I was dealing with—and, in the end, that is all that really matters."

"Come off it, Octopus. Those eight men didn't become the heads of this nation's most powerful oil companies by being taken for a ride by every lunatic who comes along the pike. They would have investigated your claims, checked and double-checked them."

Octopus grinned, reveling in his genius. "And indeed they did, my web-slinging friend. But those they employed to carry out the investigations had been in *my* employ for many years before. So were the men they utilized to double-check the findings, and those who took care of the triple-checking. I leave nothing to chance, Spider-Man. John Daniels and the others were told precisely what I wished them to be told, and nothing else. By the time my agents completed their reports, there was no way on earth that any of those companies would have dared touch their oil supplies."

"And while they left that oil to grow dusty, you intended to siphon it off, store it in your own supply tanks somewhere, and then sell it back to them without their ever realizing it was already theirs."

Doctor Octopus applauded politely. "Congratulations, Spider-Man. All in all, a most astute observation, but with one rather important oversight on your part. You see, I had already begun the siphoning process, and my hidden oil supply tanks were *here!"*

A shrill note of triumph trembled in Doctor Octopus's voice as he yanked the final coupling loose and the oil cap sprang free.

With a deafening roar the sky turned to ebony, as countless gallons of glistening oil erupted upward with the power of a convulsing volcano. Two hundred feet straight up it rose, turning everything it touched a deadly shade of black.

But the Web-slinger's remarkable spider-sense had not failed him. At the same instant Octopus had torn loose that final coupling, it

began tingling with an insane fury, and Spider-Man had backflipped out of the path of the raging black torrent, avoiding it by scant inches.

Doctor Octopus went berserk. He had gambled and lost. Now he had nothing to fall back on but his own inhuman power. Almost blindly he clambered up the side of the derrick in pursuit of the agile Wall-crawler, the windblown spray of oil turning his clothing black and moist.

Spider-Man, braced for the attack, waited for him to reach the top. It appeared the Web-slinger had finally run out of places to run. A metallic tentacle lashed out, but Spider-Man ducked beneath it; he had been prepared for it. But not for the second swinging tentacle that caught him from behind, threatening to hurl him from his perch. Yet instead, he was able to use the momentum of the blow to propel him into Octopus himself, stunning him.

The lenses of his dark glasses smeared black by the oil, Doc Ock groped desperately for his wall-crawling foe, his tentacles flailing the air in hopes of making contact with yielding flesh. But Spider-Man kept dancing out of harm's way.

You're doing fine so far, Parker old pal. Just keep moving. Octopus is fast and powerful. You've got to keep away from his tentacles.

A feint, a leap, and the Web-slinger avoided another blind lunge. "You're losing your touch, Ockie. You're sure you don't want to give it up while you still have the chance?"

Doctor Octopus's only reply was a roar of unintelligible rage as he tore off his now-useless glasses and lashed out at his taunting foe one final time. This time his tentacle's pincers gripped the front of Spider-Man's costume securely, pinning him against a girder.

"Losing my touch, am I? I'll show you who's lost his touch, insect, and it will be the last thing you ever see."

Triumphantly Doctor Octopus stepped forward, preparing to deliver the death-stroke. He raised his tentacles dramatically, grinned a maniacal grin, and lost his footing on the oil-slick girders.

With a horrified scream, Otto Octavius plunged groundward through the center of the derrick-tower, the oil still rushing skyward beside him. Furiously, his tentacles flailed about, seeking purchase among the girders, but the oil had made them too slick. His tentacles finally made contact with one of the vertical beams and he attempted to gain hold, but the friction of metal scraping against metal served only to kick up a flurry of sparks.

Atop the derrick, Spider-Man glanced at the gaping hole in the front of his costume where Doc Ock had torn away the fabric, and then looked down at the screaming Octopus himself. His eyes grew wide behind his mask when he noticed the trail of sparks.

"In God's name, Octopus, watch your tentacles. If one of those sparks strikes the geyser of oil, it will—"

A sudden devastating explosion drowned out the rest of the Web-slinger's anxious warning as the fountain of oil became a furious pillar of flame. It devoured Doctor Octopus in an instant, before he could ever strike bottom.

Within seconds the flames spread across the platform, turning Project Recovery into a hellish inferno that threatened to engulf the sea itself.

It was a blaze that would take days to finally burn itself out, and it would take months to finally control the resulting pollution. By summer, few people would recall that a towering structure of iron and steel had ever stood there, three miles off the coast The sea would reclaim its own.

Aboard the Coast Guard cutter, J. Jonah Jameson stood by the rail, his craggy jaw slack with astonishment. The sea had stopped churning now, and he fervently wished that his stomach would do the same. Joe Robertson stood beside him, a paper cup of hot coffee pressed to his lips. The coffee was black. Robertson hated his coffee that way, but right now, he wanted—no, actually, he *needed* the bitterness to take his mind off the catastrophe he had just witnessed.

"There hasn't been a sign of him, Jonah. After all this time, I can't believe Spider-Man is actually gone." Robbie shook his head in solemn resignation. He supposed somehow he'd always thought that Spider-Man would be around forever, to drive Jonah Jameson crazy and provide excitement when excitement was needed. Death just seemed so incredibly final.

"So he's dead, Robertson. So what? We didn't ask him to sacrifice his life for us. That's what we pay the police for. And we sure as hell never needed any costumed vigilantes prowling our streets. He took the law into his own hands, and now he's paid for it. I, for one, won't miss him in the slightest."

Joe Robertson exploded. "Why, you self-serving little snit! You wouldn't even be here right now if it wasn't for Spider-Man. He saved your life, my life, the lives of every person on that platform. And you have the audacity to berate him for it? I always allowed for your blind hatred of Spider-Man in the past, Jonah—except for that quirk, you were the best newsman in town—but this borders on the psychotic. A man has died so that we could live, and you don't really care at all, do you?"

Jameson turned away from Robertson, his face ashen. "You just don't understand me, Robbie. You never really did. Sure, Spider-Man's

a big hero now, his picture will probably be splashed across the front page of every paper in town tomorrow. Spider-Man will be glorified again, and for what? Why *him,* Robbie? What has he done to deserve it? I've spent a lifetime trying to help the people of this city. I've given them my time, my money, my love. And I've never received a single word of thanks in return.

"But let some clown show up in a flashy costume, blowing his horn all over town, and the people flock to him in droves, worshiping at his feet. I'm just tired of seeing the glory-seekers win all the time, Robbie. It's the little man who should come out on top, the man in the street. If children need a hero to emulate, let them find him in someone other than a web-slinging lunatic like Spider-Man. Let them find him in a *real* human being."

"Jonah—?" Joe Robertson's voice trailed off, forcing his old friend to turn to him once more. "Jonah, who do you suppose is wearing that gaudy costume? There's a man wearing it, Jonah. A good man, I think. A man who lets his actions speak louder than his words. He could take off his mask and claim all the credit and the glory he deserves, but he doesn't, and there's a reason for that. So long as he wears that mask, he could be anyone. He could be you, he could be me—he could even be someone like Peter Parker. So long as he wears that costume and that mask, Spider-Man remains a symbol—a symbol of what any man who hates injustice and who fights for the good can become.

"That's the way his epitaph is going to be written, Jonah, and God help you if you try to do anything to prevent it."

For once in his life, J. Jonah Jameson was speechless.

In the lonely, silent hours before dawn, the Atlantic had grown uncommonly calm. Waves lapped against Long Island's eastern shore gently; old newspapers and empty potato chip bags rolled across the sand in the wafting breeze. The beaches were deserted, and thus there was no one to bear witness when a small, scorched cocoon of finely spun webbing rolled in with the tide, to lie upon the beach like some discarded bit of flotsam.

For a time, the cocoon did not move, but after a while it began to shudder, and at last a crimson-gloved hand burst out into the growing light. A moment later, and a human figure, clad in red-and-azure tatters, stood beside the ruptured cocoon. He had thrown himself skyward in the instant before Doctor Octopus's sparking tentacles had ignited the fountain of oil, and the explosion had hurled him away from the doomed and dying oil platform as if he'd been shot from a cannon. Doctor Octopus himself had not been nearly so lucky.

Several minutes passed. The bedraggled figure regained his breath,

straining to muster a weary smile. Then he turned, and headed home.

Man, it had been a long night.

Nineteen

The following morning at the *Daily Bugle* was unlike any its employees could recall. J. Jonah Jameson had entered without his customary sputter and bluster. He had gone straight to his office, closing the door behind him.

Joe Robertson had arrived at the office equally glum, handing a stack of typewritten papers to the copyboy and telling him to rush them to the composing room.

Among the staff there was surprisingly little chatter, and little desire for any. Nobody dared to ask Jameson or Robertson where they had been or why they had been gone for so long. Rumors were abounding.

It was into this unnatural silence that Mary Jane Watson stepped, whistling happily. She tossed a friendly smile to Glory Grant. “Hey, what’s with this place this morning? Everyone looks like they’re practicing for a funeral.”

Glory shrugged her slim shoulders. “Who knows, Mary Jane? From some of the rumors I’ve heard this morning, maybe we are. They say Spider-Man was killed in an explosion last night, saving the lives of Robbie and Jonah. And the two of them have been arguing about it ever since. Nobody knows for sure, though. Jameson is uncommonly quiet, and Robbie won’t talk.

“Hey, where’s Peter?”

Mary Jane smiled. “Running late, as usual. When I stopped by to collect him this morning he looked like he hadn’t slept a wink. He’s in Joe Robertson’s office now, discussing the fate of the world or something. He should be along in a—” Before Mary Jane could finish

her sentence the door to Joe Robertson's office opened, and Peter Parker came strolling out.

"Morning, Ms. Grant. And how are *you* this fine morning?"

Glory was bemused. "Neighbor, you look like the cat that ate the ever-loving canary. Why all the smiles from a guy who should be standing on an unemployment line even as we speak?"

"Tsk tsk, dear lady. You should have more faith in the power of positive thinking. I just checked with Robbie, and he's promised to speak with Jameson about rehiring me. And from the tone of Robbie's voice, I gather that Jolly Jonah would be wise to put me back on the payroll—if he values his life. What's going on between those two, anyway?"

Mary Jane Watson threw her arms around Peter happily. "Congratulations, tiger. I told you they couldn't keep a good man down. What would this so-called newspaper do without the services of their best photographer?"

The door to Joe Robertson's office opened again and Robbie himself stepped out, an expression of concern crossing his dark face. Peter's face mirrored Robbie's concern as the city editor strode toward Glory Grant's desk. "Something wrong, Robbie?" Glory asked.

Joe Robertson shook his head. "I'm not sure, Glory. I called to talk to him about Peter, but Jonah didn't answer his private line. He *is* still in his office, isn't he?"

"He was last time I looked, Robbie. I've been sitting here all morning, and I haven't seen him leave."

Anxiously, Robertson grabbed the knob and threw open the door to Jameson's inner office as Mary Jane and Glory crowded around him. Peter Parker stood back a few feet, struggling to suppress a smile. He had, after all, made one brief detour before he'd dropped in to see Robbie.

For an instant, Joe Robertson stood framed in the doorway. Then despite himself, he started laughing. For there in the middle of his office, dangling from a strand of webbing three feet over his desk, was J. Jonah Jameson, his arms bound to his sides, a gag across his mouth. Pinned to his posterior was a note which read, "Compliments of your friendly neighborhood Spider-Man. P.S. Hi, guys, I'm back in action."

Jameson struggled vainly against his bonds, squirming like a worm on the end of a hook—a pretty fair comparison, all things considered. Still chuckling, Joe Robertson pulled away Jameson's gag, unleashing a torrent of verbal abuse. "I swear to you, Robertson, you breathe one word of this to anyone, and I'll see to it that you're fired. You'll never work on another paper in this city! You'll never work anywhere on the face of this earth again!

“In pity’s name, Robbie, get me down from here!”

There was a click, a whirr, and Jameson looked toward the doorway to see Peter Parker leaning against the jamb, happily snapping away with the camera that was perpetually slung around his neck. “Just hold that pose, Mr. Jameson. Bushkin over at the *Daily Globe* will pay me a bundle for these pictures.”

“Parker, no. You couldn’t. You wouldn’t! Look, maybe I was a little hasty, firing you like that. You want your job back? You’ve got it. You want a little raise, maybe? You’ve got that too! Just put down that camera, Parker. I’m begging you—*put down that camera!”*

Peter Parker smiled, the grin spreading from ear to ear. Everything was finally back to normal at last—or as close as things ever came to normal—with all the attendant traumas and crises and day-to-day hysteria.

And, God, how he loved it.